

**CONSTITUTION
AND BY-LAWS
OF
THE ANCHORAGE HOME BUILDERS ASSOCIATION
AFFILIATED WITH
THE NATIONAL ASSOCIATION OF HOME BUILDERS
OF
THE UNITED STATES
(Revised August 2019)**



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CONSTITUTION
OF THE
ANCHORAGE HOME BUILDERS ASSOCIATION

ARTICLE I
(NAME AND LOCATION)

Sec. 1. The name of this Association shall be the ANCHORAGE HOME BUILDERS ASSOCIATION, INC. as (AHBA).

Sec. 2. The principal office of this Association shall be located in Anchorage, Alaska, or such other place as the Board of Directors may from time to time designate.

ARTICLE II
(AFFILIATION and JURISDICTION)

Sec. 1. This Association is and shall be an Affiliated Association of the National Association of Home Builders (NAHB) of the United States, and the Alaska State Home Building Association (ASHBA), and shall abide by their respective Bylaws with amendments adopted by AHBA.

Sec. 2. The operations of this Association shall be conducted in the territory assigned to this jurisdiction now and hereafter by the National Association of Home Builders of the United States.

ARTICLE III
(OBJECTIVES AND PURPOSE)

Sec. 1. The objective of this Association is to determine and meet the needs of all segments of the building industry and to promote the responsible growth of the industry through the identification, coordinated action, communication, practice, and education of its members in its efforts to provide the general public with safe and affordable living and working environments.

Sec. 2. The purpose of this Association shall be:

- A. To associate the members within its jurisdiction for the purposes of mutual advantage and cooperation.
- B. To collaborate with all fields of the building for the benefit of the industry as a whole.
- C. To educate and assist its members to comply with all federal, state and local laws.
- D. To assist local members in the accomplishment of the objectives of the National Association of Home Builders of the United States.
- E. To operate as a 501 (c) (6) non-profit corporation and no part of the income of the Association shall be used to benefit any individual member.
- F. To promote the common interest of the members, bettering the conditions of their individual businesses and to conduct itself as a trade association.
- G. To ensure proper consideration is given to industry concerns.
- H. To promote high professional standards and sound business practices amongst members.

**ARTICLE IV
(CODE OF ETHICS FOR ACTIVE MEMBERS)**

Sec. 1. The active members of the Association shall be limited to those persons and firms who shall subscribe to the following Code of Ethics:

A. Members of the AHBA believe and affirm that:

- (1) Real Property can and should be within reach of every American Family.
- (2) American homes should be well-designed, well-constructed, and well-located, in attractive communities with recreational, religious and shopping facilities accessible to all.

B. To achieve these goals, we pledge allegiance to the following principles and policies:

- (1) Our paramount responsibility is to our customers, our community and our country.
- (2) Honesty is our guiding business policy.
- (3) High standard of health, safety, and sanitation shall be built into every building.
- (4) Members shall deal fairly with their respective employees, Specialty Contractors, suppliers and customers.
- (5) As members of a progressive industry, we encourage research to develop new materials, new building techniques, new building equipment and improved methods of financing, to the end that every purchaser may get the greatest value possible for every dollar.
- (6) Monitor all legislative proposals affecting our industry and the people we serve and provide informed input.
- (7) We hold inviolate the free enterprise system and the American Way of Life. We pledge our support to our members, our Local, State, and National Associations and all related industries concerned with the preservation of legitimate rights and freedoms.

C. We assume these responsibilities freely and solemnly, mindful that they are part of our obligations as members of the AHBA.

**ARTICLE V
(AMENDMENTS)**

Sec. 1. This Constitution/ Total Membership may be adopted or amended by a vote of two-thirds of the Board Members present at any board meeting or at a general meeting, providing the number of members in attendance at such a meeting constitutes a quorum, and provided further that a copy of the proposed amendments shall have been communicated to each member of the Association not less than thirty (30) days prior to the meeting at which action is to be taken thereon, and shall be announced at a General Membership Meeting prior to the meeting at which action is to be taken thereon.

Anchorage Home Builders Association

BY-LAWS

ARTICLE I (MEMBERSHIP)

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

A. **BUILDER MEMBERS.** Builder Members shall be approved by the Board of Directors, and there shall be four sub-classifications, as follows:

(1). **Home Builder.** - Any individual who owns or is actively employed by a firm or corporation in the business of building homes for sale including single-family, multi-family, or other structures normally related and appurtenant to a community. The aforementioned firm or corporation shall maintain a current State of Alaska General Contractor's License with a current Residential Endorsement attached, in addition to holding adequate insurance in accordance with the State of Alaska regulations

(2) **Commercial Builder** - Any individual who owns or actively employed by a firm or corporation in the business of building apartments, schools, commercial, industrial, or other structures normally related and appurtenant to a community. The aforementioned firm or corporation shall maintain a current State of Alaska General Contractor's License, in addition to holding adequate insurance in accordance with the State of Alaska regulations

(3). **Remodeler** - Any individual who owns or is actively employed by a firm or corporation in the business of rebuilding homes, apartments, schools, commercial, industrial, or other structures normally related and appurtenant to a community. The aforementioned firm or corporation shall maintain a current State of Alaska General Contractor's License with a current Residential Endorsement attached, in addition to holding adequate insurance in accordance with the State of Alaska regulations

(4). **Land Developer.** - Any individual who owns or is actively employed by a firm or corporation in the business of land development.

Applicants meeting Article I, Sec 1. A. (1), (2), (3) or (4) who agree to subscribe to the Code of Ethics of the Anchorage Home Builders Association and are of good character and business reputation, shall be eligible to be a Builder Member; provided such individual, or the firm or corporation which employs him/her is in the above-described business; and meets with the approval of the Board of Directors.

B. **ASSOCIATE MEMBERS.** Any individual, organization or business that is or has been engaged or employed in a trade, industry, or profession related to home building and not inconsistent with the objectives and purpose of this Association; who agrees to subscribe to the Code of Ethics of this Association and is of good character and business reputation shall be eligible to be an Associate Member; provided such individual, or the firm or corporation which employs him/her is engaged in a trade, industry or profession described above, and meets with the approval of the Board of Directors.

Where a firm or corporation has been accepted as an Associate Member of this Association, the employee whom that firm or corporation designates as its representative for its dealings with this Association shall be eligible for Associate Membership in this Association. If the representative leaves the firm's employment, the firm may designate another representative.

A Specialty Contractor is an Associate Member with a State of Alaska Contractor's License who is engaged in the licensed business.

C. **AFFILIATE MEMBERS.** Any individual who subscribes to the Code of Ethics of this Association and is an employee of a firm represented by a Builder or Associate Member of the same local association as defined in Sections 1 (A) & (B) of these bylaws shall be eligible to be an Affiliate Member if he/she has been accepted as an Affiliate Member. Affiliate Members must be fully qualified employees of member organizations. Affiliate Members shall have no voice or vote at any membership meeting and must meet with the approval of the Board of Directors.

D. **HONORARY MEMBER.** Any persons or organizations so designated by the Board of Directors,

from time to time, for distinguished and unique service to the building industry shall be Honorary Members. Honorary Members shall not be required to pay dues and shall be members only of AHBA and not of any affiliated state or national association. Honorary Members shall have no voice or vote at any membership meeting and must meet with the approval of the Board of Directors.

E. **TRADE MEMBER.** Any persons or organizations so designated by the Board of Directors, from time to time, with ties to the building industry shall be Trade Member. Trade Members will be reviewed on an annual basis at the time of the member's renewal. Trade Members shall not be required to pay dues and shall be members only of AHBA and not of any affiliated state or national association. Trade Members shall have no voice or vote at any membership meeting and must meet with the approval of the Board of Directors. Value of the trade would be in lieu of monetary exchange.

Sec. 2. **Acceptance of Members**

A. Applications for Membership in this Association shall be made to the Executive Officer and processed in the following manner:

B. A Candidate shall submit an application in a form satisfactory to the Board of Directors, and shall meet the requirements set forth in the Articles of Incorporation, Constitution, By-Laws, Code of Ethics and the requirements of this Association.

C. Applicants approved and accepted by this Association, and upon payment of dues, shall also be members of the National Association of Home Builders and the Alaska State Home Building Association (ASHBA) and while in good standing be entitled to the full benefits, services, and privileges of the respective Associations.

Sec. 3. **Suspension, Revocation and Reinstatement**

A. The Board of Directors by a two-thirds vote may suspend or revoke the membership of any member:

(1). When it is determined to be in the best interest of the Association;

(2). For conduct detrimental to this Association;

(3). Whose membership in the National Association of Home Builders of the United States is terminated.

B. Any member whose membership is suspended or revoked under Section 3(A) of this article shall be afforded notice and have an opportunity to be heard by the Board of Directors.

C. A vote of two thirds (2/3) of the entire Board of Directors shall be required to reinstate any member who has been expelled or suspended pursuant to the provisions of this Section 3(A). Reinstatement shall be subject to such terms as the Board of Directors may impose.

D. The membership of any member who fails to timely pay dues during the period set by the procedure in Article I shall terminate automatically at the end of such period. The Board of Directors may reinstate a membership, which terminates under this Section, upon payment of all dues plus such late fees as set by the Board of Directors.

E. A member may resign in writing delivered to the Secretary, but resignation shall not relieve the member from the obligation to pay delinquent dues, or any other charge incurred by the member to the Association, nor entitle a member to a refund.

Sec. 4. **Meetings of the Membership:**

A. An annual meeting of the membership of this Association shall be held in October, each year, or at such other time as the Board of Directors may designate, for the express purpose of electing the Board of Directors and taking up such matters as may properly come before the general membership. The Board of Directors shall set the location of the meeting.

C. Special meetings of the membership of this Association may be called at any time by the President or if requested in writing, by a majority of the members of the Board of Directors, acting in a meeting where a quorum is present, or by members having one-twentieth (1/20) of the votes entitled to be cast at the meeting.

D. Notice shall be given of the date, hour, and place of all membership meetings in writing to each member at least five (5) days in advance.

Sec. 5. Special Votes of the Membership. The membership of the Association shall have the exclusive power to take the following actions on behalf of the Association: (1) adopting a plan or merger or adopting a plan of consolidation with another organization; (2) authorizing the sale, lease, exchange, or mortgage of any of the property and assets of the Association; (3) authorizing the voluntary dissolution of the Association or revoking proceedings therefore; (4) adopting a plan for the distribution of the assets of the Association; and (5) or amending, altering, or repealing any resolution of the Board of Directors. Such actions may be taken by the membership only by an e-mail vote of the simple majority of all voting members of the Association.

**ARTICLE II
(FISCAL YEAR)**

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

**ARTICLE III
(DUES)**

Sec. 1. The annual dues of this Association shall be established and may be modified from time to time by a resolution of the Board of Directors. Applicants for membership in the Association shall include the first year's dues along with their application for membership. The fee will be refunded if membership is denied or if the applicant withdraws their application prior to approval. Thereafter, dues shall be renewed on an annual basis and must be paid in advance of the anniversary date of the approval of the original application, at such an amount as may be determined by the Board of Directors.

**ARTICLE IV
(ELECTIONS)**

Sec. 1. **Nominations Committee.** There shall be a Nominations Committee composed of at least three and no more than five members of the Membership appointed by the Executive Committee. The appointment shall be made and notice given to the Board of Directors at the August Board Meeting. The President shall designate the Chairperson of the Committee. The Committee shall meet as needed to fulfill its responsibilities as set forth below.

Sec. 2. The Board Development Committee shall:

A. Solicit and consider the recommendations of the membership, as to candidates for each Office and Directorship to be filled.

B. Select, by a majority vote of the members of the Nominations Committee, and appoint three Members to serve on the Board of Directors.

C. Present a list of nominees for the remaining seats on the Board of Directors at the September Board meeting, which will include at least one nominee for each type of open seat, to the Board of Directors for approval. The Board of Directors may approve the entire list of candidates as presented or substitute other candidates for one or more of the positions whenever in its judgment the best interest of the Association would be served thereby

D. Prepare and deliver a nominations report to the membership recommending at least one nomination for each Directorship to be filled, no later than the September 30th.

F. Additional nominations may be made in writing to Chairperson following the delivery of the nominations report, not later than October 15th.

G. The ballots are to be distributed out to all current members, not later than October 31st. Voting

shall remain open for 15 days after distrusted, voting shall be closed on the 16th day.

Sec. 3. The two (2) candidates in each category (Builder Members and Associate Members) receiving the most votes shall be elected to serve two-year terms on the Board of Directors. Additional vacancies in each respective category shall be filled by candidates in that category receiving the most votes until all positions on the Board of Directors have been filled.

Sec. 4. The Nominating Committee will certify elections.

Sec. 5. Term of office: Shall be for one (1) year, with the exception of the candidate receiving the most votes in each category per Article IV, Sec 3, and shall become effective at the official installation ceremonies held at the annual Installation Banquet

ARTICLE V (BOARD OF DIRECTORS)

Sec. 1. General Powers. The Board of Directors shall manage the affairs of the Association except to the extent such affairs are reserved to the members by law, the Articles of Incorporation or these Bylaws.

Sec. 2. Number, Tenure, and Qualifications

A. The Board of Directors shall be composed of six (6) Builders (with at least two (2) remodelers) and five (5) Associates (with at least two (2) Specialty Contractors) and may be larger to include those set forth in Article V, Sec 2.F&G.

B. An elected, or appointed Director shall hold office until the next Annual Meeting of members and until a successor shall have been elected, or appointed and qualified. Director may not serve more than six (6) consecutive terms unless such Director serves as an Officer in his or her final term, in which case the Director may serve as long as the Director continues to serve as an Officer, and for one additional term after the Director's final term as an Officer.

C. Elected and appointed Directors shall be Builder or Associate Members of this Association, except as otherwise provided in these Bylaws.

D. An elected or appointed Director shall be considered to have resigned from that office if during their term they become otherwise ineligible to serve on the Board of Directors.

E. Any Director who has three (3) unexcused absences from meetings of the Board of Directors during any year in such office shall be given notice and the opportunity to explain the reason for such absences to the Board of Directors, and the Board shall determine, in its discretion, the appropriate remedy. Possible remedies include, but shall not be limited to, immediate dismissal of the Director from the Board of Directors or dismissal of the Director at the conclusion of his or her term.

F. MEMBERS-AT-LARGE. The President shall, after the Board election and with the consent of the Board of Directors, appoint no more than two (2) members-at-large to the Board of Directors. Such members-at-large must be Builder or Associate Members who have previously served on the Board of Directors or who have previously or are presently serving on an AHBA Committee.

G. The Executive Officer shall be an ex-officio member of the Board of Directors without voting rights.

Sec. 3. **Vacancies**

A. A Director's position shall be considered vacant upon death, resignation, removal from the Board of Directors, refusal to serve, or termination of membership.

B. A replacement Director, upon nomination by the President and approval of the Board of Directors, shall serve the unexpired term of the predecessor.

Sec. 4. **Excused Absence.**

- A. The absence of a Director will be considered excused with at least one (1) day prior notice.
Or;
- B. Upon written application of a Director prior to the next regularly scheduled meeting of the Board of Directors from which they were absent, the President may excuse such absence on a showing of unavoidable cause, therefore.

Sec. 5. **National Directors** - The Board of Directors shall select a Builder Member from the membership for National Director Positions to which the Association is entitled under the provisions and conditions prescribed in the Bylaws of the National Association of Home Builders.

Sec. 6. **Alaska State Home Building Association Directors** - The Board of Directors shall select from the association membership the State Directors to which the Association is entitled under the provisions and conditions prescribed in the Bylaws of the Alaska State Home Building Association.

Sec. 7. **AHBA Build-PAC Chair.** - An AHBA Build-PAC Trustee and one alternate shall be appointed from either the Builder or Associate Members of the Association, coincident with the term of the AHBA Board of Directors. A candidate should have fundraising experience, political campaign experience and a willingness to make sufficient personal financial commitment to the AHBA Build-PAC. The AHBA Build-PAC Trustee shall be the AHBA representative on the ASHBA Build-PAC.

Sec. 8. **Immediate Past President** - shall serve one (1) full year on the Board of Directors of this Association as an ex-officio member with full voting privileges after completion of his or her term as President.

Sec. 9. **Meeting of the Board of Directors** shall be held as follows:

- A. Regular meetings of the Board of Directors shall be held on the first Thursday of each month or such other time as the Board may direct.
- B. Special Meetings of the Board of Directors may be called by the President or upon request in writing of a majority of the Directors.
- C. Notice of the date, hour, and place of all special meetings must be given to the Directors at least twenty-four (24) hours in advance.
- D. Board of Directors meetings may be held via teleconference.
- E. Issues arising between meetings of the Board of Directors may be considered and voted upon via e-mail.

Sec. 10. **VOTING.** A simple majority vote shall decide an issue provided a quorum is present. Votes conducted via e-mail shall be decided by a simple majority of all members of the Board of Directors.

Sec. 11. **QUORUM.** The presence of a simple majority of the Directors at a meeting constitutes a quorum.

Sec. 13. **REMOVAL.** Any Director may be removed by the Board of Directors whenever in its judgment the best interest of the Association would be served thereby. Such action shall not be undertaken except on a written complaint submitted to the Board of Directors by any member of AHBA and approved by two-thirds (2/3) of the total number of members of the Board of Directors. Such director shall be given written notice of such complaint not less than twenty (20) calendar days prior to the meeting of the Board of Directors. At any such meetings, the director shall be afforded a reasonable opportunity of defense. Any Director who has three (3) unexcused absences from meetings of the Board of Directors during any year in such office shall be given notice and the opportunity to explain the reason for such absences to the Board of Directors, and the Board shall determine, in its discretion, the appropriate remedy. Possible remedies include, but shall not be limited to, immediate dismissal of the Director from the Board of Directors or dismissal of the Director at the conclusion of his or her term.

ARTICLE VI (OFFICERS)

Sec. 1. The following Officers shall be elected by the incoming Board of Directors at its Organizational Meeting. The Organizational Meeting shall occur following certification of the election and prior to the State Convention. The Organizational Meeting shall be conducted by the Immediate Past President (current President) for the election of new officers. The Nominating Committee will present a suggested list of candidates to be considered for Board Offices and additional nominations for Board Offices may be taken from the floor. The officers shall hold office for a term of one (1) calendar year from the date of installation until their successors are elected and installed:

A. **President** - The President shall be a Builder or Associate Member of the Association. The President shall be the chief officer of the Association and shall preside at its meetings and those of the Board of Directors. The President shall be the official spokesman of this Association in matters or otherwise designated. Shall appoint all committees, shall be an ex-officio member of all committees and councils, and shall perform all other duties usual to such office. The President shall have served at least one (1) full term on the Board as a Director. At the end of the one (1) year term of the President, the President shall automatically serve for one (1) additional year on the Board of Directors in the position of Immediate Past President.

B. **Vice-President** - The Vice President shall be a Builder Member of the Association, and shall perform such duties as are assigned by the President. The Vice President shall, in the absence of the President, or upon the President's direction, perform all the duties of the President. The Vice President shall have served at least one (1) full term on the Board as a Director.

C. **Treasurer** - The Treasurer shall be responsible to the Association for an accounting of monies collected and disbursed by the Association and shall render a quarterly report to the Board of Directors and an annual report to the membership. Upon direction of the President, the Treasurer may perform other duties appropriate to the office.

D. **Secretary** - The Secretary shall keep a record of all of the official proceedings of this Association and its Board of Directors, including the reports of special committees. The Secretary shall also take charge of all records and correspondence of the corporation.

E. **Administrative Officer** - An Executive Officer may be employed by the Board of Directors at such rate of compensation as it deems fair and proper. Prior to November 1st of each year, the current Executive Committee shall be tasked with the Executive Officer performance review and pay schedule. The Executive Officer shall serve as the chief administrative officer of this Association. The Executive Officer shall perform the duties and responsibilities delegated by the Board of Directors and all other functions usual to such office. The Executive Officer shall be empowered to employ and supervise an adequate staff to carry on the business of this Association as instructed by the Board of Directors. The rates of compensation shall be those that the Board of Directors may deem fair and proper, within the limitations of the fiscal budget. The Executive Officer shall be a non-voting member of all committees, councils and the Board of Directors.

Sec. 2. **A succession of Office** - In the event of the absence, disability, resignation, or death of the President of the Association, then the Vice President shall act as President of the Association. Should neither the President nor Vice President is able to serve for any of the foregoing reasons, then the Treasurer shall act as President. The officer so designated to act, as President shall serve until such time as the Board of Directors names from its members, a President to fill the unexpired term.

A. In the event of a vacancy of an officer position, the Board of Directors shall name from its members a successor to fill out the unexpired term.

Sec. 3. **Succession in Office** – AHBA Presidents shall not be permitted to serve more than two consecutive terms.

Sec. 4. **Removal** - Any officer may be removed by the Board of Directors whenever, in its judgment, the best interest of the Association would be served thereby. Such action shall not be undertaken except on a written complaint submitted to the Board of Directors by any member of AHBA and approved by two-thirds (2/3) of the total number of members of the Board of Directors. Such Officer shall be given written notice of such complaint, not less than twenty AHBA By-Laws Rev. August 2019

(20) days prior to the meeting of the Board of Directors. At any such meetings, the Officer shall be afforded a reasonable opportunity of defense.

ARTICLE VII (EXECUTIVE COMMITTEE)

Sec. 1. There shall be an Executive Committee of this Association, which shall be composed of the President, who shall be the Chairperson, and the Vice President, Treasurer, and Secretary. The Immediate Past-President shall serve as an ex-officio member, with voting rights. The Executive Officer shall be an ex-officio member without voting rights.

Sec. 2. The Committee shall conduct the affairs of the Association in accordance with the Bylaws and policies and instructions of the Board of Directors. It shall be the policy and steering committee of this Association, and shall be responsible for drafting a budget for financing the Association, as set forth in Article XI, Section 3, and for all matters of policy and public statement, subject to the approval of the Board of Directors. The Executive Committee, between meetings of the Board of Directors, shall have and shall exercise the authority of the Board of Directors in the management of the Association, EXCEPT that it shall not have the authority of: (1) selecting, appointing, or removing any member of the Executive Committee or any elected director or elected officer of this Association; (2) amending or restating the Articles of Incorporation, Constitution and Bylaws; (3) adopting a plan or merger or adopting a plan of consolidation with another organization; (4) authorizing the sale, lease, exchange, or mortgage of any of the property and assets of the Association; (5) authorizing the voluntary dissolution of the Association or revoking proceedings therefore; (6) adopting a plan for the distribution of the assets of the Association; or (7) or amending, altering, or repealing any resolution of the Board of Directors.

Sec. 3. The Executive Committee is accountable to the Board of Directors.

Sec. 4. This Committee shall meet upon the call of the President, the Board of Directors or a majority of the Committee members. A simple majority of the committee members shall constitute a quorum. Notice of any meeting of the Executive Committee shall be given at least two (2) days before a meeting if by electronic notification, or four (4) days if by mail. The notice shall specify the purpose or business of the meeting. Meetings may be held without notice with the consent in writing of all voting members.

ARTICLE VIII (VOTING, PROXIES AND QUORUMS)

Sec. 1. All members of the Association, excluding Affiliate Members and Honorary Members, in good standing shall be entitled to vote at meetings of the Membership except as may be provided for in other sections of these Bylaws. Firms, corporations or partnerships holding membership in the Association shall be entitled to only one (1) vote which shall be cast by a duly designated representative.

Sec. 2. A simple majority vote shall decide an issue provided a quorum is present unless otherwise specified in these Bylaws.

Sec. 3. A quorum at any meeting of the membership, including but not limited to the Annual Meeting, shall consist of ten (10) percent of the Association members, as of a date thirty (30) days before the scheduled beginning of the Annual Meeting, present through the personal presence of the member. A quorum once established is not broken by the withdrawal of any members thereof.

Sec. 4. Proxies may not be employed at any meeting of the Association, including membership, Board of Directors, and Executive Committee meetings.

Sec. 5. Absentee votes may be submitted in advance of a meeting in writing via e-mail for issues on the

agenda of any membership, Board of Directors, or Executive Committee meeting.

ARTICLE IX (COMMITTEES)

Sec. 1. The President, with the advice and consent of the Board of Directors, shall upon taking office to establish Standing Committees for the Association except as may otherwise specifically be provided for in these Bylaws.

Sec. 2. The Chairperson and members of all committees of the Association shall be appointed by the President except as otherwise specifically provided for in these Bylaws. Members of the Committees may be any member of the Association in good standing.

Sec. 3. The President may, with the advice and consent of the Board of Directors, remove the Chairperson or members of any committee appointed pursuant to this Article.

Sec. 4. Special committees may be appointed by the President as from time to time may be deemed advisable.

Sec. 5. All committees shall meet upon the call of the Chairperson.

Sec. 6. A simple majority vote in the committee shall decide an issue provided a quorum is present. A quorum shall be a simple majority of all current members of the committee.

Sec. 7. The AHBA shall have the following Standing Committees shall be appointed by the President with the approval of the Board of Directors; and establish a budget amount to accomplish objectives and recommend such to the executive committee.

- A. **Membership & Education Committee** -- The committee shall: coordinate membership efforts; be informed of membership status; devise such awards and incentives as are appropriate. Develop seminars and educational events to provide learning opportunities for the members.
- B. **Home Show Committee** – The committee shall: conduct a consumer-level trade show to provide exposure for the industry as well as a fundraiser for the association and establish a budget amount to accomplish objectives and recommend such to the executive committee.
- C. **Associates Council** – The committee shall organize the following events:
 - Parade of Homes/Spring Preview** – Provide a marketing opportunity for the industry through a display of model homes and establish a budget amount to accomplish objectives and recommend such to the executive committee.
 - Golf Tournament** – Organize an annual Golf Tournament to perform as a fundraiser for the association.

ARTICLE X (COUNCILS)

Sec. 1. There shall be within the Association a Builders Council, a Remodelers Council, a Developers Council, a Specialty Contractors Council, an Associates Council, a Government Affairs Council, a Sales, and Marketing Council, and any other such Councils as the Board of Directors may from time to time find necessary to serve adequately the particular needs of respective portions of the home building industry. Any member in good standing may participate in the activities of any such council.

Sec. 2. The activities of a Council shall be managed by a Chairperson and a Vice-Chairperson, or by two

Co-Chairpersons. Unless provided for otherwise in these Bylaws, a council shall be composed of members of the Association from the segment of the industry represented.

Sec. 3. The President shall annually designate either of the following: one (1) member to be Chair and one (1) member to be Vice-Chair, or two Co-Chairpersons, to serve until their respective successors are appointed.

Sec. 4. Each council shall be subject to the general supervision of the Board of Directors and shall report to it at each meeting of the Board of Directors. A Council formed pursuant to this article may require, as a condition of membership in the Council, such payments as its members approve from time to time, which must be ratified by the Board of Directors.

ARTICLE XI (FINANCE)

Sec. 1. **Expenditures** - This Association shall use its funds only to accomplish the objectives and purposes outlined in these Bylaws, and in the policies and procedures manual, or other activities as may be specified from time to time by the Board of Directors.

Sec. 2. **Fiscal Year** - The fiscal year of this Association shall be the year commencing on the first day of January and terminating on the last day of December.

Sec. 3. **Budget** At the conclusion of its term, the outgoing Executive Committee shall draft a budget for financing the Association over the following year and, after the election, the incoming Board of Directors shall adopt the budget for the upcoming fiscal year. This Association shall function within the total of the adopted budget. Any expenditure in excess of an approved budget must be authorized by the Board of Directors.

Sec. 4. **Financial Accountability** - Dues and other monies collected by the Association shall be placed in a depository selected by the Board of Directors. Payments from the funds of the Association shall be made on the signature of any two (2) of the following; the President, the Vice President, Treasurer and/or any other person so authorized by the Board of Directors.

ARTICLE XII (RULES OF PROCEDURES)

Sec. 1. Roberts' Rules of Order shall govern the procedure of all meetings of the Association. The President of the Board of Directors shall appoint a parliamentarian who shall rule on all disputed points of order, referred by the President.

ARTICLE XIII (DISSOLUTION)

Sec. 1. In the event of dissolution of the Association, the assets of the Association shall, after appropriate provision for debts and liabilities of the Association, be distributed to a corporation, trust, or association which is not organized for profit and is exempt from federal income taxation under the Internal Revenue laws applicable at the time of such dissolution, the federal government, to a state or local government, as directed by the Board of Directors causing the dissolution of the Association. Any assets not so liquidated shall be subject to the jurisdiction of the superior court of the State of Alaska for disposition consistent with these Bylaws.

ARTICLE XIV (INDEMNIFICATION)

Sec. 1. Every director, officer, or employee of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him in connection with any proceedings to which he may be made a party, or in which he may become involved by reason of his being or having been a director, officer, or employee of the Association, or any settlement thereof, whether or not he is a

director, officer, or employee of the Association at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled. For purpose of the proceeding right of indemnification the term "director, officer, or employee" shall be construed to include all executives, Board of Directors members, committee members, and staff employees, whether salaried or not.

**ARTICLE XV
(AMENDMENTS)**

Sec. 1. These By-Laws may be adopted or amended by a vote of two thirds (2/3) of the entire Board of Directors in attendance at such meetings where a quorum is present. A copy of the proposed amendments shall have been distributed each member of the Board of Directors not less than thirty (30) days prior to the meeting at which action is to be taken thereon.

CERTIFICATION OF BYLAWS

THE UNDERSIGNED CERTIFY the foregoing Bylaws have been adopted as the Bylaws of the Corporation in accordance with the requirements of Alaska Statute 10.20.

DATED: This _____ day of _____ 2015.

President

Secretary