



**HBA of Berks County
Bylaws**

Confidential

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Article I – Name, Location, and Territory

Section 1. Name.

The name of this organization shall be Home Builders Association of Berks County (HBA).

Section 2. Location.

The principal office of the HBA shall be located at 25 Stevens Ave., West Lawn, PA 19609-1425, or at such other place or places as the Board of Directors may from time to time designate.

Section 3. Territory.

This HBA shall operate for the benefit of the home builders, remodelers, trade contractors, and those engaged in allied industries in Berks County, Commonwealth of Pennsylvania.

Article II – Mission Statement and Objectives

Section 1. Mission Statement.

The HBA of Berks County is a leading advocate for the building industry by promoting trust and value for the community.

Section 2. Objectives.

The objectives of this association shall be:

- a) To associate builders, remodelers, trade contractors, and those engaged in allied industries for the purpose of mutual advantage and cooperation.
- b) To maintain high professional standards and sound business practices among its Members through the enforcement of its Code of Ethics.
- c) To enhance the positive image of its Members.
- d) To encourage and promote the use of Member products and services.
- e) To promote home ownership and remodeling.
- f) To advocate, initiate public policy debate, and litigate, where necessary, to ensure further development and growth of the housing and remodeling industry.

Article III – Organizational Relationships

Section 1. Legal Status.

The HBA is incorporated in the Commonwealth of Pennsylvania and organized for the improvement of business conditions of one or more lines of business and other not-for-profit purposes pursuant to section 501(c)(6) of the Internal Revenue Code.

Section 2. HBA and PBA / NAHB.

HBA is affiliated with, and will work together with, the Pennsylvania Builders Association (PBA), and the National Association of Home Builders (NAHB) to advocate for further development and growth of the housing and remodeling industry in Pennsylvania and the United States of America.

Section 3. HBA and Restoring Hope Foundation / BCCAH.

HBA is affiliated with, and will work together with, Restoring Hope Foundation (RHF) and Berks County Committee for Affordable Housing (BCCAH) to advocate for further development and growth of the housing and remodeling industry in Berks County.

Section 4. Separate Organizations.

HBA and above named affiliated organizations are separately incorporated organizations with separate and distinct legal entity status as recognized by both the Commonwealth of Pennsylvania and the Internal Revenue Service. Each organization shall operate in a manner consistent with its own individual organizational Bylaws and the applicable provisions of those Bylaws. Neither is responsible for nor an agent of the other.

Article IV – Finance

Section 1. Fiscal Year.

The fiscal year of the HBA shall be the calendar year.

Section 2. Accounting Method and Records.

The HBA shall operate based on the accrual accounting method, keeping all bookkeeping records electronically using a recognized accounting software program as determined by the Board of Directors.

Section 3. Depository Account.

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

Section 4. Signatory Authorization.

The following officers of the HBA shall have the authority to sign checks, drafts, and / or other orders for the payment of money, and on behalf of, the HBA: President, First Vice President, Treasurer, Immediate Past President, and Executive Officer. Two (2) signatures shall be required.

Section 5. Bonding.

Any person so authorized by the Board of Directors to handle the funds of this HBA to include, but not limited to, those listed in Article IV, Section 4 Signatory Authorization, shall furnish a bond at the expense of the HBA in such amount as the Board of Directors shall determine.

Section 6. Annual Budget.

The Board of Directors shall adopt a budget for each fiscal year, and the HBA shall operate within the totals of adopted budget.

Section 7. Annual Audit.

There shall be an annual audit of the finances of the HBA for the preceding fiscal year, whenever the annual Profit and Loss Statement reflects Total Income of \$500,000 or greater or when required by law. The Board of Directors, at their discretion, may order an annual audit at any time, even if Total Income does not reach the above threshold. Annual audits shall be conducted by a qualified accounting firm, as determined by the Board of Directors, whose report shall be submitted to the Board of Directors for their review and approval.

Section 8. Execution of Contracts.

The Board of Directors may prospectively or retroactively authorize any officer, employee, or agent, in the name of the HBA, to enter into any contract or execute or satisfy any instrument. Such authority may be general, confined to specific instances, or otherwise limited. Unless otherwise determined by the Board of Directors, the Executive Officer of the HBA will be authorized to regularly act as the HBA's general agent.

Section 9. Gifts.

The Board of Directors or any other officer, employee, or agent of the HBA may accept, on behalf of the HBA, without further authorization, any contribution, gift, bequest, or device, except any such gift made with limitations or conditions imposed by the donor may not be accepted without the express approval of the Board of Directors.

Section 10. Dissolution.

Upon dissolution of the HBA, after paying, or making provision for payment, of the liabilities of the HBA, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) or, if permitted, Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future Federal tax code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes. In no event shall such remaining assets be distributed to any Director or Officer of the HBA, or inure to the benefit of any private individual.

Article V – Membership

Section 1. Individual Membership.

Individuals join and hold Membership in the HBA representing their business or legal entity; the legal entity does not join the HBA. The first such individual Member of the HBA representing a business or legal entity shall be known and treated as the primary representative Member of the HBA. Each business or legal entity may have only one (1) primary representative Member. All subsequent Members representing the same business or legal entity shall be known and treated as Affiliate Members of the HBA as further defined below.

Section 2. Member Compliance with Law.

All Members, regardless of Membership class, shall comply with all laws, insurance requirements, registrations, and licensure as per the Commonwealth of Pennsylvania.

Section 3. Member Compliance with Code of Ethics, Bylaws, and Policies.

All Members, regardless of Membership class, shall agree to, adhere to, and comply with the HBA Code of Ethics, Bylaws, and Policies.

Section 4. Voting Classes of Members.

The HBA shall have the following voting classes of Members. The designation of such classes and the qualifications of the Members of such voting classes shall be as follows:

a) **BUILDER / REMODELER MEMBERS.** Any primary representative of a business or legal entity who is, or has been, in the business of, or employed by a firm whose business is: building, rebuilding, remodeling, or trade contracting of: homes, apartments, schools, commercial, industrial, or other structures, or in land development, shall be eligible to be a Builder / Remodeler Member.

b) **ASSOCIATE MEMBERS.** Any primary representative of a business or legal entity who is, or has been, in the business of, or employed by a firm who by act or belief supports the building industry.

c) **AFFILIATE MEMBERS.** Any additional representatives, over and above the primary representative, of a business or legal entity, as long as the Builder / Remodeler Member or Associate Member is in good standing. Affiliate Members may serve on the Board of Directors in a slot designated as either a Builder / Remodeler seat or Associate seat based on voting class of the primary representative of their business or legal entity.

d) Any change in business entity will require a new Membership.

Section 5. Non-Voting Classes of Members.

a) **RETIRED MEMBERS.** Any past Builder / Remodeler Member or Associate Member who has been a Member in good standing for at least five (5) consecutive years may, upon retirement from active business, qualify for the Retired Membership. Retired Members may actively participate in the

HBA, attend events at the Member rate, and may serve on Committees. They shall not serve as Council or Committee Chair nor serve on the Board of Directors or as an Officer of the HBA.

b) **HONORARY MEMBERS.** An Honorary Member must not be able to qualify in any other way as a Member, and be someone that has routinely assisted the HBA in achieving its mission. Honorary Members may actively participate in the HBA, attend events at the Member rate, and may serve on Committees. They shall not serve as Council or Committee Chair nor serve on the Board of Directors or as an Officer of the HBA.

Section 6. Acceptance of Members.

a) Applicants for Membership shall apply in a form satisfactory to the Board of Directors, which contains information showing that the applicant meets the requirements of Membership. Once staff has deemed that the application is completed in its entirety and dues have been paid in full, an applicant shall become a Member for a probation period of one (1) year.

b) After one (1) year of continuous Membership in the HBA and upon payment of renewal dues in full, the Board of Directors shall consider removing the Member from probation and granting regular Membership at its next regularly scheduled meeting, which shall not be withheld without cause. A majority vote of the Board of Directors shall be sufficient for removing a Member from probation and granting regular Membership.

c) Applicants approved and accepted by this Association, upon payment of full dues, shall be Members of the NAHB and the PBA, and while in good standing shall be entitled to the full benefits, services, and privileges of the respective Associations.

Section 7. Dues.

The dues of this Association shall be established by the Board of Directors and shall include those required for Membership in the NAHB and the PBA, which the HBA shall collect and remit in accordance with the requirements of those National and State Associations.

a) Dues shall be paid for a twelve (12) month period, beginning on the 1st of that month, based on the month the Member originally joined the HBA. Although the Board of Directors may allow for payment plans, in no case shall a Member be permitted to pay dues for a period less than annually.

b) Dues paid shall immediately become property of the HBA and shall not be returned, in full or in part, to the Member, or otherwise transferred, should Member, on their own accord, decide to cease Membership in the HBA. Similarly, if through Board of Directors action, Membership status is changed, suspended, or revoked, previously collected dues shall not be affected.

Section 8. Good Standing Status.

a) A Member shall be automatically deemed “in good standing” unless otherwise designated by the Board of Directors by majority vote.

b) Board of Directors may remove Good Standing Status for violations of the Code of Ethics or failure to pay dues or other financial obligations to the HBA within a period of time as so designated by the Board of Directors.

Section 9. Suspension and Revocation of Membership.

a) The Board of Directors by a two-thirds (2/3) vote may suspend or revoke the Membership of any Member: (i) for failure to meet financial obligations to the HBA or, (ii) for conduct detrimental to the HBA or, (iii) violation of any rule, regulation, or policy of the HBA applicable to the Member. The Member shall be given at least thirty (30) days written notice in advance of the meeting of the Board of Directors at which the vote is to be taken, and shall be afforded a reasonable opportunity to be heard.

b) A vote of two-thirds (2/3) of the Board of Directors shall be required to reinstate any Membership that has been suspended or revoked under this Section. Reinstatement shall be subject to such conditions as the Board of Directors may impose.

Section 10. Transferability of Membership.

a) Membership in the HBA may be transferred from one Member to another Member or proposed Member, as long as both Members are from the same business or legal entity, through administration action without Board of Directors approval.

b) Positions on the Board of Directors, in affiliate organization representing the HBA, in Council or Committee Chairs, or on Council or Committees shall not be transferrable.

Article VI – Meetings of the Members

Section 1. Annual Elections Meeting.

An annual meeting of the Membership of the HBA shall be held each November, for the express purpose of electing the Officers of the HBA, a Board of Directors, and taking up such matters as may properly come before the general Membership.

a) The Nominations Committee shall submit its recommended slate of Directors-at-large and Officer candidates at the annual meeting. Additional nominations may be made from the floor for Directors-at-large.

b) Whenever only one (1) nomination for an elective position is presented to the Membership, election shall be by voice vote. Whenever more than one (1) nomination is presented and a position is contested, the vote shall be by secret ballot. If two (2) or more candidates are nominated for position, a majority of the Members voting shall be necessary to elect. If no candidate receives a majority, the candidate receiving the least votes will be removed from the ballot and a subsequent run-off election will be conducted by secret ballot. This process will continue with additional subsequent run-off elections until the position is awarded to the nominee with a majority vote of the Members voting.

Section 2. Regular Membership Meetings.

Regular meetings of the Membership of the HBA may be held at such time as the Board of Directors may designate.

Section 3. Special Membership Meetings.

Special meetings of the Membership of the HBA may be called by the President, or, if requested in writing, by a majority of the Board of Directors or by any twenty (20) Members of the HBA.

Section 4. Notice of Membership Meetings.

Notice shall be given of the date, hour, and place of all meetings to each Member at least five (5) days in advance in accordance with Article XIII Notices.

Section 5. Membership Voting.

a) All Members of the voting classes of the HBA in good standing shall be entitled to vote at meetings of the Membership and shall have equal weighting, except as may be provided in other sections of these Bylaws.

b) A simple majority vote of those Members present shall decide an issue.

Article VII – Board of Directors

Section 1. Composition and Authority.

The Board of Directors shall be the governing body of the HBA.

a) The Board of Directors shall have thirteen (13) Directors, consisting of: the five (5) Officers, at least four (4) Builder / Remodeler Directors-at-large, with the remaining Associate Directors-at-large.

b) Two (2) Members from the same company may not serve on the Board of Directors at the same time, regardless of Membership classification.

c) The Board of Directors position belongs to the individual. In the event that the seated Member loses or changes employment with a Member company, the Director has 30 days to be associated with another Member company or shall resign their position.

Section 2. Ex-Officio Members.

The Executive Officer shall be an ex-officio Member of the Board of Directors with full speaking privileges and no voting privileges.

Section 3. Chair of the Board.

The President shall be the Chair of the Board of Directors. The Chair shall not vote on an issue while presiding as Chair unless to break a tie. The President may temporarily relinquish the Chair to any other Director willing to accept the Chair in order to vote on an issue at hand.

Section 4. Vacancies.

Vacancies on the Board of Directors because of absence, disability, resignation, or death shall be filled by appointment of the President, subject to the concurrence of a majority of the Board of Directors. Persons so appointed will serve out the remainder of the term that they are filling.

Section 5. Terms.

The Terms of each position on the Board of Directors shall be as follows:

a) The leadership chairs, in order (lowest to highest), are: Second Vice President, First Vice President, President. The Past President shall serve in a leadership chair in an advisory capacity to the President and the Board of Directors. Terms for each position of the leadership chairs shall be one (1) year terms.

b) Secretary, Treasurer, and Directors-at-large shall be three (3) year terms.

Section 6. Term Limits.

Directors shall be limited to each position on the Board of Directors to two (2) terms:

a) A Director may serve as many as two consecutive (2) terms as a Director-at-large after which time they shall not seek re-election or re-appointment as a Director-at-large. They may, however, as an HBA Officer. Should they not serve as an HBA Officer for any reason, a term-limited Director shall not serve on the Board of Directors in any capacity for at least one (1) year.

b) Officers shall not serve in the office Second Vice President, First Vice President, President, or Immediate Past President for more than two (2) terms. They may, however, move up to the next, higher chair, in order, and may serve in that chair for up to two (2) terms. After serving as the Immediate Past President, a Director shall not serve on the Board of Directors in any capacity for at least one (1) year.

c) Officers shall not serve as Secretary or Treasurer for more than two (2) terms. After serving as Secretary or Treasurer, a Director shall not serve on the Board of Directors in any capacity for at least one (1) year.

Section 7. Meetings.

Meetings of the Board of Directors shall be held as follows:

a) Regular Meetings of the Board of Directors shall be held on the fourth Tuesday of each odd numbered month at a time designated by the Board of Directors. Regular Meetings may be moved or cancelled upon approval of the Board of Directors.

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 meetings shall be given to the Directors at least five (5) days in advance in accordance with Article XIII Notices.

Section 8. Voting.

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

Section 9. Quorum.

The presence of six (6) Members of the Board of Directors, including the President but excluding the Executive Officer, at a meeting shall constitute a quorum.

Section 10. Executive Session.

Calling of Executive Session by the President or majority of Directors will cause the Executive Officer and / or designated staff representative to depart the meeting and cease recording of all minutes, audio and / or written notes.

Section 11. Performance of Directors.

a) Directors must attend, in person, regularly scheduled Board of Directors meetings. A Director shall be dismissed from the Board of Directors for the remainder of their term of office if the Director misses three (3) meetings in a calendar year.

b) Directors shall regularly participate on at least one (1) Council, Committee, or Task Force, as a Member or its Chair, or may be subject to removal by a majority vote of the Board of Directors.

Article VIII – Officers

Section 1. Officer Positions.

There shall be five (5) officers of the HBA, a majority of which shall be Builder / Remodeler Members. The Officer Position of Immediate Past President shall be filled by the President who most recently completed their term of office or, if not available, any Past President of the HBA as determined by the Board of Directors. The following Officers shall be elected by the Membership at its Annual Meeting:

a) **PRESIDENT** shall preside at all meetings of the membership and the Board of Directors. The President shall be the official spokesperson of the HBA in matters of public policy. The President shall appoint all Chairs to Committees and Task Forces giving special consideration to Directors, shall sanction Special Committees and Task Forces, shall be a Member of all Councils, Committees, and Task Forces, and shall perform all other duties usual to such office.

b) **FIRST VICE PRESIDENT** shall perform such duties as are assigned by the President and in the absence of the President, or upon direction, shall perform all of the duties of the President.

c) **SECOND VICE PRESIDENT** shall perform such duties as are assigned by the President.

d) **SECRETARY / TREASURER** shall keep, or ensure kept by others delegated to do so, meeting minutes of each Regular and Special Meeting of the Executive Committee and Board of

Directors, including conference calls. They shall render a financial report to the Board of Directors and an annual financial report to the Membership at each meeting. Upon direction of the President, the Treasurer shall perform such duties as are assigned. The Secretary / Treasurer shall preside over the annual elections. Upon direction of the President, the Secretary / Treasurer shall perform such duties as are assigned.

Section 2. Succession of Office.

a) In the event of the absence, disability, resignation, or death of the President, then the First Vice President shall act as President of the HBA. Should the First Vice President not be able to serve for any of the foregoing reasons, then the Second Vice President shall act as First Vice President. The officer so designated to act as President shall serve until such time as the Board of Directors names from among its Members a President to fill the unexpired term.

b) Once elected as Second Vice President, that individual will automatically ascend through the offices of First Vice President and President, unless removed by a two-thirds (2/3) secret ballot of the Board of Directors, should the Board of Directors determine that the individual is not fit for either position due to violations of the Code of Ethics, or dereliction of duty.

Article IX – Executive Officer and Staff

Section 1. Employment of Executive Officer.

An Executive Officer may be employed by the Board of Directors at such rate of compensation as it deems fair and proper. The Executive Officer shall serve as the chief executive officer of the HBA and shall perform the duties and responsibilities delegated by the Board of Directors and / or Executive Committee and all other functions usual to such office.

Section 2. Staff.

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

Article X – Councils, Committees, and Task Forces

Section 1. Composition and Authority.

a) Special Committees and Task Forces may be established or continued by the President, which will survive until the end of the President's term unless continued and / or re-established by the subsequent President. Unless listed specifically herein as Standing, all Councils, Committees, and Task Forces are subject to this provision.

b) Unless otherwise stipulated herein, all Councils, Standing Committees, Special Committees, and Task Forces may be populated by any Member in good standing of the HBA. Each body may limit the number of positions to its body, in which case the Board of Directors shall appoint

candidates to serve in those positions. The Executive Officer, or designated staff representative, shall be an ex-officio Member with full speaking privileges and no voting privileges. Calling of Executive Session by the Chair or majority of Members will cause the Executive Officer and / or designated staff representative to depart the meeting and cease recording of all minutes, audio and /or written notes.

c) Councils may, with the permission of the Board of Directors:

- i. Establish and maintain their own Bylaws.
- ii. Charge additional dues to existing HBA Members to join the Council and maintain their own depository account. In no case shall non-HBA Members be permitted to join Councils.
- iii. Elect their own officers or governing body.
- iv. Establish and / or disband their own Sub-Committees and Sub-Task Forces.

d) With the exceptions of the Executive Committee, which is given limited governing powers herein, and the Government Affairs Committee, which has sole oversight of the Berks County Committee for Affordable Housing Political Action Committee (BCCAHA PAC), no other Committee or Task Force shall maintain its own depository accounts or make governing decisions for the Association.

e) Recommendations to the Board of Directors from a Council, Committee, or Task Force, as long as it was properly voted upon and passed within that body, shall be accepted by the Board of Directors as a motion which shall not require a second to be discussed, deliberated, and eventually voted upon by the Board of Directors.

f) The President may, with the concurrence of a majority vote of the Board of Directors, remove the Chair of any Committee or Task Force previously appointed by the President.

Section 2. Standing Councils and Committees.

a) The following Councils and Committees shall be considered Standing in the HBA. Neither the President nor the Board of Directors shall establish, alter, or disband Standing Councils or Standing Committees unless doing so by undergoing the Bylaws amendment process.

- i. Standing Councils:
 - Remodelers Council HBA of Berks County Professional Women In Building Council
- ii. Standing Committees:
 - Executive Committee Membership & Communications Committee
 - Education Committee Government Affairs Committee
 - Ethics Committee Property Management Committee
 - Nominations Committee Finance Committee
 - Events Committee Home Show Committee

b) **EXECUTIVE COMMITTEE**, shall be made up of the President, First Vice President, Second Vice President, Secretary, Treasurer, and Immediate Past President. The Committee shall also include the Executive Officer as an ex-officio Member.

- i. The Committee shall conduct the affairs of the HBA in accordance with the By-Laws, policies, and instructions from the Board of Directors. It shall be the policy and steering committee of the HBA, and shall be responsible for all matters of policy and public statement, subject to approval of the Board of Directors.
- ii. The Committee shall form a sub-Committee from its Members that shall annually review the performance of the Executive Officer to provide advice and guidance to the whole Committee as per contractual obligations.
- iii. The Committee shall meet upon the call of the President or any two voting Members of the Committee with a minimum of four (4) voting Members to qualify as a majority. Notice of said meetings shall be given to all Members at least four (4) days before the meeting.
- iv. The President shall chair the Executive Committee.

c) **EDUCATION COMMITTEE**, shall consider, establish, manage, and promote all educational designations courses, seminars, and presentations. Additionally, this Committee shall coordinate, assist, and conduct joint activities with all relevant apprenticeship programs and relevant programs of the Career and Technology Centers located within Berks County, their staffs, and their student Members to foster a strong relationship between them and the HBA. The President shall appoint the chair of the Education Committee. This Committee has no governing authority. It may only make recommendations to the Board of Directors.

d) **ETHICS COMMITTEE**, shall be made up of Members selected and chaired by the First Vice President with the approval of the Board of Directors. The committee will be responsible for establishing procedures for the purpose of reviewing written complaints filed against Members of the HBA. The Committee shall have the responsibility to determine if any complaints filed are in violation of the HBA's Code of Ethics. This Committee has no governing authority. It may only make recommendations to the Board of Directors.

e) **NOMINATIONS COMMITTEE**, shall be chaired by the Immediate Past President and made up of Members appointed by the President. A slate of candidates from the Nominations Committee shall be presented to the Board of Directors at the September Board Meeting and the election notice given to the Membership in November. The Committee shall solicit the Membership, consider recommendations, and shall nominate at least one candidate for each office to be filled. The Committee may resolve questions relating to the nomination of candidates, suggest rules of procedures for the elections, and upon direction of the President, perform other appropriate duties.

This Committee has no governing authority. It may only make recommendations to the Board of Directors.

f) **MEMBERSHIP & COMMUNICATIONS COMMITTEE**, may research and advise the Board of Directors on Membership trends, retention & renewal rates, and events & programs to increase Membership. The President shall appoint the chair of the Membership & Communications Committee. This Committee has no governing authority. It may only make recommendations to the Board of Directors.

g) **GOVERNMENT AFFAIRS COMMITTEE**, shall determine and promote the HBA's position on political issues and candidates for elected office. This Committee controls the Berks County Committee for Affordable Housing Political Action Committee (BCCAHPAC) and exclusively determines the raising and use of its funds without oversight from any other body. The President shall appoint the chair of the Government Affairs Committee. Outside of the BCCAHPAC, the Committee has no governing authority. It may only make recommendations to the Board of Directors.

h) **PROPERTY MANAGEMENT COMMITTEE**, shall exist as long as the HBA owns real property. It shall research and recommend to the Board of Directors all matters pertaining to repair, maintenance, service, and capital improvements to the property and its buildings. It will be chaired by the Second Vice President. This Committee has no governing authority. It may only make recommendations to the Board of Directors.

i) **FINANCE COMMITTEE**, shall be chaired by the Secretary/Treasurer and shall include the First Vice-President and any other members selected with the approval of the Board of Directors. The Finance Committee shall be responsible for ensuring compliance with Article IV (Finance) of these By-Laws, and shall provide the Board of Directors with a report at the Board's regularly scheduled meeting regarding the financial condition of the HBA. The Committee shall further assist the Executive Officer in the preparation of an annual budget. The Finance Committee shall meet prior to each regular meeting of the Board of Directors or at any other time as directed by the Finance Committee Chair.

j) **EVENTS COMMITTEE**, shall promote the enhancement and the good will of the HBA by developing and planning first class events that will provide professional and personal enjoyment to members of the HBA. The Events Committee shall plan events including identifying the place and time of the event, creating a budget for the event, create invitations, assess the feasibility of producing an ad book for the event and/or another type of booklet memorializing the event for participants, develop press releases for the event, develop menus, and procure underwriting and donations, as necessary. The Events Committee shall submit any proposed budgets to the Board of Directors for approval. The Events Committee shall meet at the times and locations as directed by the committee chair.

- k) **HOME SHOW COMMITTEE** shall be chaired as appointed by the President and consist of any other members selected with the approval of the Board of Directors. The Home Show Committee shall be responsible for planning and implementation of an Annual Home Show to be held in Berks County, Pennsylvania. The Committee shall, with the assistance of the Executive Officer and in consultation with the Finance Committee, prepare a home show budget including projected income and expenses. The Home Show Committee shall meet on a monthly basis at the direction of the committee chair.

Article XI - National and State Directors

National and State Directors shall be selected by the Executive Committee, with Board of Directors approval, and shall serve successive annual terms of office under the terms and conditions established by the By-laws of the NAHB and the PBA.

Article XII - Indemnification

Section 1. Indemnification: General.

- a) A Director of the HBA shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:
- i. The Director has breached or failed to perform the duties of his or her office; and
 - ii. The breach or failure to perform by a Director constitutes self-dealing, willful misconduct, or recklessness by the Director.
- b) The provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any applicable criminal statute or for payment of taxes pursuant to local, state, or federal law.

Section 2. Indemnification: General.

The HBA shall indemnify a Director or Officer of the HBA for any action taken, or any failure to take any action, to the full extent permitted by applicable law, including, but not limited to, any provision of the Act known as the Pennsylvania Non-Profit Corporation Law of 1988, and extending without limitation to third party actions, derivative actions, and mandatory indemnification. The obligation of indemnification under this Section shall apply to actions taken, or any failure to take any action, by a Director or Officer in his or her official capacity and as to any action taken or any failure to take action while holding that office, and shall extend to any contract, instrument, or transaction authorized by the Board of Directors. The indemnification provided by this Article or these Bylaws shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled to under any statute, including, but not limited to, the Pennsylvania Non-Profit Corporation Law of 1988, or any agreement, vote of disinterested Directors or otherwise. The word "Officer" as used in this Article shall mean the following: the President and Vice President

appointed as Officers of the HBA, as well as any Officers of the Board of Directors as set forth herein.

Section 3. Indemnification: Grounds.

Indemnification pursuant to Section 2 of this Article shall be made to the fullest extent allowed by law, whether or not the HBA would have the obligation to indemnify the Director or Officer under any other provision of law, except as provided in Section 6 of this Article, and whether or not the indemnified liability arises or arose from any threatened, pending, or completed action by, or in the right of, the HBA.

Section 4. Payment of Expenses.

Expenses (including attorneys' fees) actually and reasonably incurred by an Officer, Director, employee, or agent of the HBA in defending a civil or criminal action, suit, or proceeding, in an HBA-related matter, shall be paid by the HBA in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the HBA.

Section 5. Right to Indemnification.

The indemnification and advancement of expenses provided by, or granted pursuant to, Sections 2, 3 and 4 of this Article, unless otherwise provided when authorized or ratified, shall continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 6. Bar to Indemnification.

Indemnification pursuant to Section 2 of this Article shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court having jurisdiction to have constituted self-dealing, willful misconduct, or recklessness.

Article XIII – Notices

Section 1. Members' Duty to Provide Contact Information.

Members shall furnish to the Executive Officer their official address, phone number, email account, facsimile number, and / or social media account names for use in providing notices.

Section 2. Two or More Notices.

Members shall be given notice by two (2) or more methods to include, but not limited to: mail, telephone conversation or message, email, facsimile, personal conversation, and / or social media.

Article XIV – Rules of Procedure

All Membership, Board of Directors, Council, Committee, and Task Force meetings will be conducted in an orderly and business-like manner. *Robert's Rule of Order*, Newly Revised, 11th

edition, published by Perseus Book Group, including small group rules, shall govern the meetings of the Association in all cases in which it is not inconsistent with statute, regulations, or HBA Bylaws or policies.

Article XV - Amendments

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors at any meeting provided:

- a) Director attendance at such meeting constitutes a quorum, and
- b) Members of the HBA shall have been given notice of the proposed amendments and the opportunity to respond, either verbally or in writing at least ten (10) days in advance of a Board of Directors vote.