

**AMENDED AND RESTATED  
BY-LAWS  
OF THE  
GREATER BIRMINGHAM  
ASSOCIATION  
OF HOME BUILDERS**

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OF HOME BUILDERS**

**ARTICLE I  
(Name and Principal Office)**

**Section 1.** The name of the Association is the GREATER BIRMINGHAM ASSOCIATION OF HOME BUILDERS, INC. (GBAHB or the Association).

**Section 2.** The principal office of the Association shall be located in the Greater Birmingham, Alabama, area.

**ARTICLE II  
(Purpose)**

The Association shall operate for the benefit of residential home builders, and persons, firms, and corporations engaged in allied trades, industries, and professions in the Counties of Jefferson, Bibb, and Shelby, in the State of Alabama.

**ARTICLE III  
(Objectives)**

The objectives of the Association are:

(a) To associate residential home builders and allied suppliers, trades, and professions operating within the jurisdiction of the Association for mutual advantage and cooperation;

(b) To cooperate with all branches of the residential home building industry, including but not limited to, manufacturers, dealers and financial institutions, within the jurisdiction of the Association, for their mutual advantage and for the benefit of the industry;

(c) To maintain a Code of Ethics and encourage high professional and sound business standards among its Members;

(d) To secure cooperation in advancing the common purposes of its Members, uniformity and equity in business usage and laws, and proper consideration of its Members' perspectives regarding issues affecting the home building industry within the jurisdiction of the Association;

(e) To function as a local affiliate of the National Association of Home Builders (NAHB) and the Home Builders Association of Alabama (HBAA) and to support the mutual objectives of those Associations; and

(f) To participate for the mutual benefit in exchanging information and experience with other local affiliated Associations of the NAHB and the HBAA.

#### **ARTICLE IV (Code of Ethics)**

All Members of the Association are encouraged to abide by and should observe the following Code of Ethics.

(a) Members should constantly seek to provide better values, so that an even greater share of the population may enjoy the benefits of residential home ownership.

(b) Members should strive to develop efficiency in the residential home building industry in order for labor to receive fair compensation.

(c) Members should always contribute their knowledge of residential home building to the best interest of those they serve.

(d) Members should not knowingly enter into any contract the terms of which may impair the rights of either laborers or the suppliers of material to receive a fair return for service or goods furnished.

(e) Members should not knowingly make fraudulent statements or use implications unwarranted by fact or reasonable probability.

(f) Members should comply with rules and regulations prescribed by law and government agencies for health, safety, and progress of the community.

(g) Members should be alert to proposed or enacted state and local regulation and legislation detrimental to social, economic, and political progress.

(h) Members should not knowingly perform, or cause to be performed, any act which would tend to reflect negatively on or bring into disrepute, any part of the residential home building industry.

## **ARTICLE V (Membership)**

**Section 1.** There shall be of four (4) classes of membership in the Association: Builder Members, Builder Emeritus Members, Associate Members, and Affiliate Members.

**Section 2.** Qualifications for membership in the Association shall be as follows:

(a) Builder Membership shall be open to any person, firm, or corporation whose principal business is the construction or remodeling of residential housing, or development of residential subdivisions, within the jurisdiction of this Association, who has a current license issued by the Alabama Home Builders Licensure Board or the Alabama State Licensing Board for General Contractors issued prior to January 1, 1992, at the time of membership application, and who shall meet the approval of the Board of Directors.

(b) Builder Emeritus Membership shall be open to any person, firm, or corporation who holds an Inactive License from the Alabama Home Builders' Licensure Board and who is approved by the GBAHB Board of Directors. Persons, firms, or corporations whose license changes from "Inactive" to "Active" with the Alabama Home Builders' Licensure Board shall be required to immediately apply for a Builder Membership and, if approved by the Board of Directors, pay any dues associated with Builder Membership.

(c) Associate Membership shall be open to any person, firm, or organization engaged in any allied trade, industry, or profession within the jurisdiction of the Association, and who shall meet the approval of the Board of Directors.

(d) Affiliate Membership shall be open to any employee of a Builder Member company or Associate Member company and who shall meet the approval of the Board of Directors.

(e) All Members of the Association shall simultaneously become members of NAHB. All Builder, Builder Emeritus, and Associate members shall simultaneously become members of HBAA. Affiliate members are not recognized by the HBAA.

**Section 3.** Any person, firm, or corporation that may qualify for membership in accordance with the By-Laws and Articles of Incorporation of the Association shall apply for membership to the Association. The application shall be presented to the Board for its consideration. The action of the Board of Directors on any application shall be binding.

**Section 4.** Meetings of Members shall be as follows:

- (a) Meetings of the Members of the Association should be held monthly.
- (b) Special meetings of the Members of the Association may be called at any time by the President or upon written request of at least one-half of the Members of the Board of Directors.
- (c) Notice of any special meeting of the Members shall be given not less than five (5) days in advance and shall contain the date, hour, and place of the meeting, and a summary of all matters to be considered.

**Section 5.** Suspension, Cancellation, and Expulsion of membership in the Association shall be as follows:

(a) Any member who commits an act which substantially adversely reflects (in the discretion of the Board of Directors) on GBAHB, HBAA, or NAHB, or their memberships, may be suspended for a period of not more than ninety (90) days by the Board of Directors.

(b) Any Member whose dues are not paid when due will be cancelled from membership.

(c) The Board of Directors, by a vote of two-thirds (2/3) of the members voting at a meeting, may expel a Member for a violation of any one or more of the grounds set out in Section 4(c)(1) upon compliance with the procedure set out in Section 4(c)(2).

(1) A Member may be expelled for the commission of any of the following:

(A) Intentionally disclosing a confidence of the Board of Directors or any Council or Committee of the Association;

(B) Intentionally causing a substantial adverse financial, political, or other risk to the Association;

(C) Intentionally failing to perform the duties of the Member's office;

(D) Intentionally interfering with or preventing the performance of any directive or authorization of the Board of Directors;

(E) Intentionally interfering with or preventing the performance of the duties of another Member's office; or

(F) Committing any other intentional conduct which in the discretion of the Board of Directors has a substantial adverse effect on the Board of Directors or the Association.

(2) Prior to the expulsion of a Member, the grounds for expulsion must be presented to the Executive Committee which must make a finding as to whether there is a basis for investigating expulsion. If the Executive Committee finds that there is a basis for an investigation, the matter shall be referred to the Membership Committee which shall hold a hearing after giving not less than fifteen (15) days' notice to the

Member who shall have the right to be present and heard. If the Membership Committee finds that there is probable cause for expulsion, it shall present its findings to the Board of Directors at its next regularly scheduled meeting, but not less than fifteen (15) days from the date of the Membership Committee hearing, at which time the Member shall have the right to be present and heard. The Board of Directors may expel the Member upon a sealed ballot vote of two-thirds (2/3) of the Directors voting.

(c) A vote of two-thirds (2/3) of the Board of Directors shall be required to reinstate any Member who has been suspended, cancelled, or expelled.

## **ARTICLE VI (Fiscal Year and Dues)**

**Section 1.** The fiscal year of the Association for accounting and financial purposes shall be the calendar year.

**Section 2.** Dues of the Association shall be assessed as follows:

(a) The dues period for each Member shall begin with the date of approval for membership of the Member by the Board of Directors and expire on the last day of the twelfth (12<sup>th</sup>) calendar month thereafter.

(b) The Board of Directors shall from time-to-time establish the annual membership dues.

**Section 3.** All Members' dues shall be determined from time-to-time by the Board of Directors and shall be in an amount sufficient to pay the dues of GBAHB, HBAA, and NAHB.

## **ARTICLE VII (Board of Directors)**

**Section 1.** The Association shall be governed by a Board of Directors (Board, Directors, or Board of Directors) which shall direct the affairs of the Association in a manner as is customary and according to applicable law and these By-Laws of the Association.

**Section 2.** The elected Directors shall be the President, the First Vice President, the Second Vice President, the Third Vice President, the Treasurer, the Immediate Past President and twelve at-large (12) Directors, at least nine (9) of whom shall be Builder Members.

**Section 3.** The term of all elected Directors shall be for three (3) years beginning on the first day of the calendar year following their election, and their terms shall be staggered so that the terms of not more than four (4) Directors will expire in any calendar year.

**Section 4.** Ex Officio Members of the Board of Directors shall include the Chairman of the Greater Birmingham Apartment Association, the Chairman of the Associates Council, the Chairman of the GBAHB Remodelers Council, the Professional Women in Building Chairman, the Chairman of the Past Presidents' Council, the Chairman of the Young Professionals Council, the Chairman of the Past Associates Council Chairpersons, the Chairman of the Sales Council, the Chairman of the Land Developers Council, the Chairman of the Master Builder/Master Remodeler Council, the Chair of any established Association local chapter, all National Directors elected to represent GBAHB at meetings of the NAHB and two Executive Committee Members appointed by the President.

**Section 5.** Honorary Members of the Board of Directors shall include the NAHB Senior Life Directors, the NAHB Life Directors, the Local Life Associate Directors, the Past Presidents of the Association, the Alternate National Directors and any Director of HBAA. Honorary Members may vote if in attendance; however, Honorary Members will not be counted for a quorum.

**Section 6.** Vacancies occasioned by death, incapacity, or resignation of a Director shall be filled by appointment of the President for the unexpired term of the vacancy.

**Section 7.** Regular attendance of Board of Directors meetings is necessary to properly conduct the Association's business. Except for Honorary Members, three (3) consecutive absences or six (6) absences in a calendar year shall cause a vacancy in the Member's position on the Board. Written notice of any vacancy under this section shall be given to the Board of Directors by the Executive Vice President. Upon receiving notification of such vacancy, the Member may appeal the vacancy to the Board of Directors at its next regular meeting. For extraordinary cause, the Board of Directors, at its discretion, may reinstate the Member to the Board of Directors.

**Section 8.** Meetings of the Board of Directors shall be held as follows:

(a) Regular meetings of the Board of Directors shall be held monthly at a date and time set by the Board of Directors.

(b) Special Meetings of the Board of Directors shall be called by the President upon written request of not less than five (5) Directors.



(c) Notice of any special meeting of the Board of Directors shall be given not less than five (5) days in advance and shall contain the date, hour, place of the meeting, and a summary of all matters to be considered at the meeting.

**Section 9.** HBAA and NAHB Directors shall be as follows:

(a) The President of GBAHB shall be a Member of the HBAA Board of Directors in accordance with the By-Laws of HBAA. Other Members in good standing may serve as HBAA Directors as provided in the By-Laws of HBAA. If a HBAA Director is unable to attend a HBAA Board of Directors meeting, an alternate HBAA Director who shall be a Builder Member or Associate Member may be appointed by the GBAHB President.

(b) NAHB Directors shall be elected annually to serve on the Board of Directors of the NAHB in accordance with its By-Laws. Upon recommendation from the Nominating Committee, and with approval of the Board of Directors, there may be one (1) Associate Member elected for every four (4) Builder Director positions to which the Association is entitled. NAHB Directors will represent GBAHB at all NAHB Board meetings and report to the Board of Directors on business transacted at the NAHB Board of Directors meetings.

(c) An appropriate number of Alternate NAHB Directors, who shall be Builder or Associate Members, shall be elected; the number of each shall be determined by the total number of NAHB Directors elected.

## **ARTICLE VIII (Officers)**

**Section 1.** The Association's officers, who shall serve a term of one (1) year (except for the Associate Vice President) are as follows:

(a) The President, who must be a Builder Member, shall be the Chief Executive Officer of the Association and shall preside at the meetings of the general membership and the meetings of the Board of Directors and the Executive Committee. The President shall be the official spokesperson of the Association; provided, that any statements or actions by the President shall be governed by the policies of the Board of Directors. The President shall be an ex-officio member of all committees and councils, and shall perform all other customary duties of the office or those assigned or delegated by the Board of Directors.

(b) A First Vice President, who must be a Builder Member, shall, in the absence of the President, perform the duties of the President. The First Vice President shall be a member of the Executive Committee and shall Chair the Governmental Af-

fairs and Advocacy Committee, the Spring Parade of Homes Tour Committee, and perform such other duties as may be assigned or delegated by the President.

(c) A Second Vice President, who must be a Builder Member, shall chair the Fall Parade of Homes Tour Committee shall be responsible to the Association for keeping the minutes and official record of Board of Directors and Executive Committee meetings, and perform such other duties as may be assigned or delegated by the President.

(d) The Treasurer, who need not be a Builder Member, who shall serve on the Executive Committee, and who shall have accounting or financial experience, shall be responsible to the Association for the accounting of all funds collected and disbursed by the Association, and shall render monthly statements of the accounts and finances of the Association to the Board of Directors. The Treasurer shall make or cause to be made the annual audit available for inspection by the membership, shall serve on the Executive Committee, and perform such other duties as may be assigned or delegated by the President.

(e) An Associate Vice President, who is an Associate Member, shall serve a two (2) year term on the Executive Committee.

## **Section 2.** Succession of Office and Vacancies

(a) In the event of the death, resignation, or incapacity of the President, the First Vice President shall assume the office of President and shall serve as President until the earlier of the removal of any incapacity or the next annual election of Association Officers.

(b) In the event of a vacancy in any elected office other than the office of President, or other than as provided in Section 2(c) of Article VIII, a special Nominating Committee composed of the President and the two (2) immediate Past Presidents shall recommend a replacement for the Office, subject to the approval of the Board of Directors, and shall serve until the removal of any incapacity creating the vacancy or the next annual election of Association Officers.

(c) In the event of the simultaneous death, resignation, or incapacity of the President and First Vice President, a special Nominating Committee composed of the three (3) most immediate Past Presidents shall recommend replacements for those Offices, subject to approval by the Board of Directors, who shall serve until the removal of any incapacity creating the vacancy or the next election of officers.

**Section 3.** The following administrative officers and staff may be employed or appointed by the Board of Directors at the rate of compensation as the Board of Directors deems proper:

(a) An Executive Vice President who shall be a full-time salaried employee of the Association and shall serve as Chief Operating Officer of the Association.

(1) The Executive Vice President shall have responsibility for the management and direction of all operations, programs, activities, and affairs of the Association. The Executive Vice President shall be responsible for the employment and termination of all Association employees, recommending levels of employee compensation, implementing Board of Director policy directives, in the absence of the President acting as the official spokesperson for the Association, and the performance of all other duties usual and customary to the office or delegated to him or her by the Board of Directors, Executive Committee, or President.

(2) Upon cessation of employment of the Executive Vice President, the President or his or her designee, shall serve in the capacity of Executive Vice President until a successor Executive Vice President is appointed.

(b) A General Counsel, who shall be an attorney at law, licensed to practice within the jurisdiction of the Association, shall advise the Officers, Directors, and Committees of this Association in legal matters.

(c) An independent Certified Public Accountant, licensed to practice within the jurisdiction of the Association, shall prepare an annual audit of the Association's financial books and records and present the audit to the Board of Directors.

## **ARTICLE IX**

### **(Voting, Proxies, and Quorums)**

**Section 1.** The Voting rights of the general membership and the Board of Directors shall be as follows:

(a) At meetings of the general membership only Builder and Associate Members in good standing shall have the right to vote.

(b) At meetings of the Board of Directors, only Members, as defined or set out in these By-Laws, of the Board shall have the right to vote.

**Section 2.** Votes may be cast by Proxy in the following manner:

(a) A Member entitled to vote may, by an instrument in writing bearing a date not more than thirty (30) days before the meeting, designate another Active Member to vote in his or her place and stead at the meeting of the general membership.

(b) Any Director may, by an instrument in writing bearing a date not more than thirty (30) days before the meeting, designate another Director to vote in his or her place and stead at any meeting of the Board of Directors.

(c) Proxies shall not be considered to determine a quorum for conducting business at any meeting of the general membership or the Board of Directors.

**Section 3.** A majority vote on any matter will be determined as follows:

(a) A vote of the majority of those Members present and eligible to vote at the meeting of the membership shall carry any matter.

(b) A vote of a majority of the Directors present at any meeting of the Board of Directors shall determine any measure, provided a quorum is present. A quorum of the Board of Directors shall consist of not less than a majority of the Members of the Board of Directors.

## **ARTICLE X (Elections)**

**Section 1.** There shall be a Nominating Committee consisting seven (7) voting Members of the Board of Directors including the immediate Past President who shall serve as the Chair, the President, the First Vice President, the next most recent Past President, a Builder Member appointed the by the Chair who is a NAHB Director, a Builder Member appointed by the Chair who is a NAHB Life Director and the Chairman of the Past Presidents of the Associates Council. The Chair of the Associates Council shall serve as a non-voting member. The committee shall have the duty of soliciting and recommending to the membership candidates for each office and directorship of the Association. Replacement Members with equal qualifications shall be appointed by the Board of Directors.

**Section 2.** The Nominating Committee shall:

(a) Meet no later than June 1 of each year and as often thereafter as necessary in order to interview candidates and propose nominees for incoming Officers and Directors not later than the end of September of each year.

(b) Present the nominees to the Board of Directors at its October monthly meeting for recommendation to the general membership for election at the November general membership meeting.

**Section 3.** Additional nominations may be made from the floor at the November general membership meeting in November; provided if no additional nominations are made from the floor, nominations will be closed.

**Section 4.** If additional nominations are made from the floor, the general membership shall vote by ballot. Numbered ballots shall be mailed to each Member within three (3) days following the November general membership meeting and must be returned by hand delivery, courier, or United States Mail and received by the Association not later than fourteen (14) days following the November general membership meet-

ing. Ballots will be counted by the Board of Directors on the fifteenth (15<sup>th</sup>) day following the November general membership meeting.

## **ARTICLE XI (Councils and Committees)**

**Section 1.** The Association shall have the following committees and councils:

(a) The Executive Committee shall consist of the President who shall serve as Chair, the First Vice President, the Second Vice President, the Third Vice President, the Treasurer, the Associate Vice President, the Immediate Past President, General Counsel to the Association, and two presidential appointees.

(b) The Investment Committee shall consist of the immediate Past President who shall serve as Chair, the Executive Vice President, and three (3) presidential appointees, one of whom shall be an Associate Member, all of whom shall be appointed for alternating three-year terms.

(c) The Compensation Committee shall consist of the immediate Past President who shall serve as Chair, the Executive Vice President, and three (3) presidential appointees, two (2) of whom shall be Past Presidents of the Association and one (1) of whom shall be an Associate Member who is also a GBAHB Hall of Fame Member or Local Life Associate Director, all of whom shall be appointed for alternating five (5) year terms.

(d) The Remodelers Council shall be open to any Member of the Association and shall advance the interests of those engaged in the remodeling and renovation of residential housing through the exchange of information and education.

(e) The Governmental Affairs and Advocacy Committee, the Chair of which shall be the First Vice President of the Board, shall recommend political action, contributions, and legal action to the Association for the advancement of its Members' interests. The Nominating Committee shall make nominations for the following vice-chair positions, at least two of which must be filled by Builder Members: The Regulatory Advocacy Vice Chair, The Legislative Advocacy Vice Chair, The Political Advocacy Vice Chair, and The Legal Advocacy Vice Chair.

(f) The ABPAC Committee shall administer and approve all political expenditures and contributions recommended by the Governmental Affairs and Advocacy Committee.

(g) The Parade of Home Tour Committee, which shall be chaired by the First Vice President during the Spring of each year and the Second Vice President during the Fall of each year as described in Section 1(b) of Article VIII of these By-Laws, shall plan, organize, and conduct a Spring home tour and a Fall home tour.

(h) Professional Women in Building membership is open to Builder and Associate Members, and spouses to promote good will, loyalty, and friendship among its Members as well as provide initiatives to promote a better understanding of the home building industry.

(i) The Muddy Boots Committee is devoted to the general educational advancement of the Members of the Association.

(j) The Land Developers Council shall promote and advance the interests of the Members involved in the development of real estate for the home building industry.

(k) The Public Relations Committee shall promote a positive image for the Association and its Members and shall explore opportunities to advance the Association's objectives.

(l) The Membership Committee shall seek to enhance the membership of the Association, provide information to non-members regarding the benefits of membership, foster membership retention, and make recommendations for membership.

(m) The Master Builder/Master Remodeler Council promotes professional home builders and remodelers who have been in business for five years or more who are proven professionals and offer excellent customer service, and who are subjected to and pass a rigorous application process.

(n) The Sales and Marketing Council shall promote the sales and marketing capabilities and reputation of professionals involved in sales and marketing efforts in the home building industry.

(o) The Past Presidents Council shall provide guidance to officers and directors of the Association based on their experience as officers of the Association.

(p) The Associates Council shall organize, plan, and conduct the annual Building and Remodeling Exposition for the association and shall provide opportunities to its members for the advancement of the interests of the Association.

(q) The Nominating Committee shall perform those duties of nominating persons for positions of responsibility within the Association as is more particularly set out in these By-Laws.

(r) The Young Professionals Council shall make available opportunities to the younger Members of the Association for their advancement within their respective endeavors in the home building industry and within the Association.

**Section 2.** There shall be such other committees, councils, and task forces as designated by the President. The President shall appoint the Chairman of any committees, councils, and task forces not otherwise designated in these By-Laws.

**Section 3.** Any committee or council of the Association may adopt rules, regulations, or policies for its governance; provided such rules, regulations, or policies do

not conflict with these By-Laws, the By-Laws of NAHB or HBAA, and are approved by the Board of Directors.

## **ARTICLE XII (Budget and Audit)**

**Section 1.** Dues and other funds collected by the Association shall be placed in a depository approved by the Board of Directors.

**Section 2.** The Association shall operate within a budget adopted by the Board of Directors and no expenditure in excess of the amounts budgeted shall be made unless authorized by the Board of Directors.

**Section 3.** There shall be an annual audit of the finances of the Association by an independent Certified Public Accountant which shall be submitted to the Board of Directors for approval.

## **ARTICLE XIII (Construction)**

**Section 1.** Words used in these By-Laws in the past or present tense include the future, as well as the past and present; words used in the masculine gender include the feminine and neuter; the singular includes the plural, and the plural the singular.

**Section 2.** All words giving joint authority to three or more persons or officers give such authority to a majority of such persons or officers, unless it is otherwise stated.

**Section 3.** The time within which any act is provided in these By-Laws to be done shall be computed by excluding the first day and including the last; however, if the last day is Saturday, Sunday, or a legal holiday as defined in Ala. Code § 1-3-8, or a day on which the office in which the act must be done shall close as permitted by any law of this state, the last day also must be excluded, and the next succeeding secular or working day shall be counted as the last day within which the act may be done.

**Section 4.** If any provision of these By-Laws is, to any extent, declared by a court of competent jurisdiction to be invalid or unenforceable, the remainder of these By-Laws will not be affected thereby and shall be valid and enforceable to the fullest extent permitted by law.

**Section 5.** These By-Laws shall be construed in accordance with the laws of the State of Alabama.

**ARTICLE XIV  
(Amendments)**

These By-Laws may be amended by a vote of two-thirds (2/3) of the Members of the Board of Directors entitled to vote and present at a meeting, provided that a copy of any proposed amendment to be considered has been made available to the Board of Directors not less than fifteen (15) days prior to the date of the meeting.

**Certification**

I, the undersigned, as Second Vice President of the Greater Birmingham Association of Home Builders, Inc., do hereby certify that the foregoing is a true, correct, and complete copy of the By-Laws of the Association, as adopted by the Board of Directors on this the 23rd day of October, 2018.



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Elliott Pike  
GBAHB SECOND VICE PRESIDENT