

**CONSTITUTION AND BY-LAWS OF THE  
TEXAS PANHANDLE BUILDERS ASSOCIATION**

**AS REVISED October 8, 2020**

**CONSTITUTION**

**ARTICLE I  
(NAME AND LOCATION)**

**SECTION** 1. The name of this Association shall be the **TEXAS PANHANDLE BUILDERS ASSOCIATION**.

**SECTION** 2. The principal office of the Association shall be located at Amarillo, in Potter County or Randall County, Texas

**ARTICLE II  
(TERRITORIAL JURISDICTION)**

**SECTION** 1. This Association shall operate for the benefit of builders, remodelers, land developers, and persons, firms and Corporations engaged in allied trades, industries, businesses and professions in the Counties of Dallam, Sherman, Hansford, Ochiltree, Lipscomb, Hartley, Moore, Hutchinson, Roberts, Hemphill, Oldham, Potter, Carson, Gray, Wheeler, Deaf Smith, Randall, Armstrong, Donley, Collingsworth, Parmer, Castro, Swisher, Briscoe, Hall and Childress, of the State of Texas.

**ARTICLE III  
(OBJECTIVES)**

**SECTION** 1. The Objectives of this Association shall be:

- (A) To associate builders, remodelers, land developers, and sub-contractors operating within the above described territorial jurisdiction for the purpose of mutual advantage and cooperation.
- (B) To cooperate with all branches of the building industry, including manufacturers, sub-contractors, suppliers, and financial institutions within the jurisdiction of this Association for the purpose of mutual benefit of the industry as a whole.
- (C) To promulgate and enforce a Code of Ethics to maintain high professional standards and sound business methods among its members.
- (D) To secure cooperative action in advancing the common purposes of its members, uniformity and equity in business usages and laws; and proper consideration of opinion upon questions affecting the building industry with the jurisdiction of this Association.

- (E) To function as a local affiliated Association of the National Association of Home Builders of the United States and the Texas Association of Builders within the above described territorial jurisdiction.
- (F) To assist the Officers, Board of Directors, and Membership Committee of the National Association of Home Builders of the United States in qualifying members operating within the above described territorial jurisdiction.
- (G) To assist in the accomplishment of the mutual objectives of the National Association of Home Builders of the United States and the Texas Association of Builders.
- (H) To participate for the purpose of mutual benefit in an interchange of information and experience with all other local affiliated associations of the National Association of Home Builders.
- (I) To serve, advance and protect the welfare of the building industry in such a manner that adequate housing will be made available through private enterprise to all Americans.
- (J) To issue such publications as may be necessary to disseminate information of value to its members, the public and government.
- (K) To operate as a non-profit organization.

**ARTICLE IV**  
**(CODE OF ETHICS)**

**SECTION** 1. All active members and all associate members of this Association shall agree to observe and be bound by the following Code of Ethics:

**MEMBERS OF THE TEXAS PANHANDLE BUILDERS ASSOCIATION  
BELIEVE AND AFFIRM THAT:**

Home ownership can and should be within the reach of every American family.  
American Homes should be built under the American free enterprise system.

American homes should be well-designed, well-constructed and well-located in attractive communities, with educational, recreational, religious, and shopping facilities accessible to all.

**TO ACHIEVE THESE GOALS, WE PLEDGE ALLEGIANCE TO THE  
FOLLOWING PRINCIPLES AND POLICIES:**

Our paramount responsibility is to our customers, our community, and our country.

Honesty is our guiding business policy.

High standards of health, safety and sanitation shall be built into every home.

Members shall deal fairly with their respective employees, sub-contractors, and suppliers.

As members of a progressive industry, we encourage research to develop new materials, new building techniques, new building equipment, and improved methods of home financing, to the end that every home purchaser may get the greatest value possible for every dollar.

All sound legislative proposals affecting our industry and the people we serve shall have our informed and vigorous support.

We hold inviolate the free enterprise system and the American Way of Life.

We pledge our support to our associates, our local, state, and national associations and all related industries concerned with the preservation of legitimate rights and freedoms.

**WE ASSUME THESE RESPONSIBILITIES FREELY AND SOLEMNLY,  
MINDFUL THAT THEY ARE PART OF OUR OBLIGATIONS AS MEMBERS  
OF THE TEXAS PANHANDLE BUILDERS ASSOCIATION.**

**ARTICLE V**  
**(AMENDMENTS TO BYLAWS)**

**SECTION** 1. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by two-thirds of the Directors present at any regular meeting or at any special meeting, if at least thirty (30) days' prior written notice is given to Association Members and Directors of an intention to alter, amend or repeal these Bylaws or to adopt new Bylaws at such meeting, and provided that the specific proposed changes are included in the notice so given; provided, however, that nothing in this Section or in these Bylaws shall prevent the Board such a meeting from adopting changes, modifications or amendments to the proposed changes that were included in such notice that was delivered to the Association Members and Directors prior to such meeting.

**BYLAWS**  
**ARTICLE I**  
**(MEMBERSHIP)**

**SECTION 1.**      **Membership in this Association shall be of four (4) classes:**

- (A) Builder/Remodeler/Developer Members
- (B) Associate Members
- (C) Affiliate Members
- (D) Educational/Student Members
- (E) Honorary Members

**SECTION 2.**      **Qualification for membership in this Association shall be as follows:**

- (A) Builder, Remodeler, and Developer membership shall be open to any person, firm or corporation whose principal business is the construction of housing, or remodeling, or land development within the territorial jurisdiction of this Association, who shall agree to abide by the provisions of this Constitution and Bylaws (and any amendments thereto), shall subscribe to the foregoing Code of Ethics, and shall be registered with the state, and who shall meet with the approval of the Board of Directors under the criteria set by the Board of Directors, of acceptable credit and business ethics experience. Builder, Remodeler and Developer Members shall be entitled to all privileges of voting and holding office.
- (B) Associate membership shall be open to any person, firm or corporation engaged in any allied trade, industry or profession (as a sub-contractor) or manufacturers, suppliers, financial institutions, utility companies and anyone else who is interested in the advancement of the home building industry, within the territorial jurisdiction of this Association, who shall meet with the approval of the Board of Directors under the criteria set by the Board of Directors, of acceptable credit and business ethics experience. Associate members shall be entitled to all privileges of voting and holding office.
- (C) Affiliates membership shall be open to any individual who is an employee of a firm which has been accepted as a Builder Member or Associate Member. (*See TAB Bylaws*)
- (D) Educational instructor or student membership shall be open to any teacher or student of light construction in an accredited school during the current academic year who is acceptable to the Board of Directors. Dues shall be as required by NAHB and/or as determined by the local Board of Directors.

- (E) Honorary membership shall be open to such individuals as have performed notable service for the home building industry, or for the public, and shall be eligible to election as Honorary Members. Such members shall pay no dues, this Association paying local, state, and national dues. Honorary membership shall confer no rights nor impose any obligations under the Bylaws or Constitution of this Association.

**SECTION 3. Applications for membership in this Association shall be completed in the following manner:**

- (A) Candidate's name shall be submitted to the Board of Directors. A written application shall be accompanied by a payment sufficient to cover dues in the local, state, and national Associations; initiation fee (if any); and other assessments (if any). All payments so made shall be returned in full if membership is not approved.
- (B) Exclusive right to elect membership shall be vested in the Board of Directors.

**SECTION 4. Suspension, Termination, Reinstatement and Transfer of Membership in this association shall be accomplished in the following manner:**

- (A) **TERMINATION OF MEMBERSHIP:** The Board of Directors, by affirmative vote of two-thirds of the total number of Directors, may suspend or expel a member, for cause after an appropriate hearing; and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership. The membership of any member who shall be in default in the payment of dues for a period of 120 days or more shall be terminated.
- (B) **RESIGNATION:** Any member may resign by filing a written resignation with the Second Vice President, but such resignation shall not entitle the resigning member to any return of dues or assessments theretofore paid.
- (C) **TRANSFER OF MEMBERSHIP:** Membership in this Association is not transferable or assignable.

**SECTION 5. Meetings of the membership shall be held as follows:**

- (A) **ANNUAL MEETING:** An annual meeting of the members shall be held in either September, October or November in each year at a place, on a date, and at a time determined by the Board of Directors for the election of Directors as nominated by the Association Members and for the transaction of such other business as may come before the meeting.

- (B) **SPECIAL MEETINGS:** Special meetings of the members may be called by the President, the Board of Directors, or by Association members holding not less than one-fifth of the total votes of the Association.
- (C) **PLACE OF MEETING:** The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Association.
- (D) **NOTICE OF MEETINGS:** Written or printed notice stating the place, date and time of any meeting of members shall be delivered to each Association member, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the First Vice President, or the officers or persons calling the meeting. In case of a special meeting or when required by state statute of these Bylaws, the purpose, or purposes for which the meeting is called shall be stated in the notice. The notice of a meeting shall be deemed to be delivered when sent via fax, e-mail or deposited in the United States mail addressed to the Association member at its address as it appears on the records of the Association, with postage thereon prepaid.
- (E) **VOTING RIGHTS:** Association members only shall have voting rights at any meeting of the members. The voting rights of each Association member shall be vested in the person(s) selected by such Association member to serve as Directors of the Association.

Each association membership holds one vote.

**ARTICLE II**  
**(FISCAL YEAR)**

**SECTION** 1. The fiscal year of this Association shall be the Calendar Year.

**ARTICLE III**  
**(INITIATION FEES AND DUES)**

**SECTION** 1. The membership fee of this Association shall be such an amount as stipulated by the Board of Directors and payable at the time of application for membership, such fee to be returned to the member if not approved.

**SECTION** 2. The dues of this Association shall be payable at a time and rate set by the Board of Directors for each classification of membership.

**SECTION** 3. Dues for membership in the National Association of Home Builders of the United States and the Texas Association of Builders shall be paid by this Association from its treasury at the rate fixed under the terms stated in the Bylaws of those Associations or amendments thereto currently in effect.

**ARTICLE IV**  
**(MEMBERSHIP CARD AND EMBLEM)**

**SECTION** 1. Each member may receive a membership card annually upon the payment of dues for the current year in such form, as the Board of Directors shall prescribe.

**SECTION** 2. This Association shall use on all of its stationery and literature the Official Emblem of the National Association of Home Builders of the United States and Texas Association of Builders.

**ARTICLE V**  
**(BOARD OF DIRECTORS)**

**SECTION** 1. (A) **GENERAL POWERS AND REQUIREMENTS:** The affairs of the Association shall be managed by its Board of Directors in accordance with law, the Articles of Incorporation, and these Bylaws. In particular, but not by way of limitation, the Board of Directors may or shall elect the elected officers of the Association, remove elected officers from the office, fill vacancies in any elected office, authorize officers to sign documents on behalf of the Association, prescribe additional duties for the elected officers, ratify the selection of the Executive Officer, authorize the formation of councils and special committees, establish the policies of the Association adopt a budget for the Association, provide for certificates of membership, provide a corporate seal, adopt an official emblem of the Association, determine the annual dues of each class of members, and amend the Bylaws of the Association.

**Requirements for all board members are:**

1. Attend at least 9 of the 12 Board meetings. Three absences may constitute removal from the Board by two-thirds vote of the directors, whenever in its judgment the best interests of the Association would be served thereby.
2. Actively serve on at least one committee.
3. Participate in board discussions, deliberations and voice objective opinions on board issues and topics.
4. Recruit at least two new members to the Association.
5. Participate in showing appreciation through writing thank you notes to major event sponsors.
6. Make appearances at as many as possible of the following events: monthly general membership luncheons, Home Show, board retreat, golf outings, skeet shoot, Parade of Homes, and the Association house and other activities.

**COMPOSITION AND TENURE:** The Board of Directors shall be composed of officers, ex-officio Director members and not more than 14 elected Directors. Elected Directors shall serve three consecutive one-year terms and may be eligible for re-election to the Board of Directors at the end of their three-year period of service. Elected Associate Directors shall not be eligible for re-election to the Board until at least one year has elapsed from the end of their three-year period of service, unless there are no candidates to fill the position as determined by the Nominating Committee.

(B) With the approval of the Board of Directors the President shall appoint one (1) Treasurer, (1) Certified Public Accounting Firm and one (1) Law Firm who may serve as ex-officio members of the Board of Directors for one (1) year from the date of their appointment, or until successors are appointed.

**SECTION** 2. Vacancies on the Board, occasioned by death, or resignation, shall be filled by an appointment by the President and confirmed by the Board of Directors, and the person so appointed shall serve until the next annual meeting of the membership.

**SECTION** 3. **NATIONAL DIRECTORS:** One member of the Board of Directors shall be elected by the Directors at the meeting following their election to represent each 50 Building Members of the Association (or fractional part thereof) on the Board of Directors of the National Association of Home Builders of the United States, in accordance with the Bylaws of this Association.

**SECTION** 4. **STATE DIRECTORS:** One member of the Board of Directors shall be elected by the Directors at the meeting following their election to represent each 50 Building Members of the Association (or fractional part thereof) on the Board of Directors of the Texas Association of Builders, in accordance with the Bylaws of this Association.

**SECTION** 5. **MEETINGS OF THE BOARD OF DIRECTORS SHALL BE HELD AS FOLLOWS:**

- (A) Meetings of the Board of Directors may be called by the President, or upon formal request in writing, of five (5) or more of its members.
- (B) Absence from three (3) regular meetings or called meetings without an excuse deemed valid by the Board of Directors may be construed as a resignation.
- (C) **NOTICE:** Notice of any special meeting of the Board of Directors shall be given at least ten (10) days prior thereto and notice of regular meetings shall be given at least thirty (30) days prior thereto by written notice sent by mail, e-mail or fax to each Director at his address as shown by the records of the Association. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction



of any business because the meeting is not lawfully called or convened. The purpose for which any regular or special meeting of the Board is called and the business to be transacted at such meeting, shall be contained in an agenda prepared in advance for such meeting and a copy of which shall accompany notice of meeting sent to each Director. By majority vote, the Board of Directors may consider any matter not listed on the agenda or notice.

- (D) **MANNER OF ACTING:** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. All meetings shall be conducted pursuant to the latest version of Roberts Rules of Order.
- (E) **ORDER OF BUSINESS:** The order of business at all annual meetings, and so far, as practicable at other regular or special meetings, of the Board of Directors shall be as follows:
1. Call to order.
  2. Proof of notice of meeting.
  3. Announcement of quorum.
  4. Reading, or waiver thereof, and approval of minutes of previous meeting.
  5. Announcements.
  6. Reports of officers.
  7. Reports of Councils.
  8. Reports of standing committees.
  9. Reports of special committees.
  10. Unfinished business.
    - a. Business pending and undisposed of at the previous adjournment.
    - b. General orders that were on the agenda of the previous meeting and were not disposed of.
    - c. Matters postponed to current meeting that have not been disposed of.
  11. New business.
  12. Adjournment.
- (F) **A QUORUM:** present at directors meeting shall be determined as follows:
- (1) A Quorum of the Board of Directors shall consist of not less than one-half (1/2) of its members.
  - (2) A Quorum of a Committee shall consist of not less than one-half (1/2) of its members.
  - (3) A Quorum of the Membership shall consist of not less than fifteen percent (15%) of Builder and Associate members.
  - (4) Ex-officio member's attendance does not count toward a quorum, but ex-officio members have voting rights.
  - (5) In the event that a quorum is not met, the recommended action must be sent to the Board of Directors for approval.
  - (6) In the event that a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting without further notice.

**ARTICLE VI**  
**(OFFICERS)**

- SECTION 1.** The following officers shall be elected from the membership at their general meeting and shall hold office for a term of one (1) year from the date of election or until their successors are elected and duly qualified.
- A. **A PRESIDENT** who shall be the Chief Officer of this Association and shall preside at its meetings and those of the Board of Directors. They shall be the official spokesperson of this Association in matters of public policy, subject to approval by the Board of Directors. The President may appoint one of the 14 members to the Board of Directors and shall appoint all committees and counsels. The President may be an ex-officio member of all committees and counsels and shall perform all other duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors.
  - B. **A FIRST VICE PRESIDENT**, who shall, in the absence of the President, or upon the President's direction, performs all of the duties of the President.
  - C. **SECOND VICE PRESIDENT**, who shall, in the absence of the First Vice President, or upon the First Vice President's direction, performs all the duties of the First Vice President or President.
  - D. **A TREASURER**, a member so appointed by the President, who shall be responsible to the Association for an accounting of all monies collected and disbursed by the Association, and who shall keep a record of all the official finances of this Association. This person shall serve as Chairman of the Finance Committee and give monthly reports to the Board of Directors. The Treasurer is not an Elected Officer and therefore is not eligible to vote on any matters upon which the Elected Officers, by virtue of their status as Elected Officers, may vote.

**SECTION 2.** **OFFICER QUALIFICATIONS:**

- A. The qualifications of the President, First Vice President, and Second Vice President:
  - 1. Each shall be and remain during the term of office a Builder, Remodeler, Associate or Developer member in good standing.
  - 2. Each shall have served at least one year as a Director to the Association and met Director attendance requirements.
- B. **REMOVAL:** Any officer elected by the Board of Directors may be removed by the Board of Directors by two-thirds vote of the Directors, whenever in its judgment the best interests of the Association would be served thereby.
- C. **VACANCIES:** A vacancy in any elected office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**ARTICLE VII**  
**PROFESSIONAL STAFF**

**SECTION**

**1.**

(A) **EXECUTIVE OFFICER:** The Executive Officer shall be the principal staff operating officer of the Association and shall be appointed by the Executive Committee subject to ratification by the Board of Directors at its next meeting.

The Executive Officer shall devote his/her full time and attention to the faithful performance of his/her duties to the best of his/her ability and in the interest of the Association. He/she shall conduct the office in accordance with the law, the Articles of Incorporation, the Bylaws, and the policies of the Association.

(B) Subject to the policies and directives of the Board of Directors and under the administrative direction of the Executive Committee, the Executive Officer shall have, but not limited to, the following duties and responsibilities:

- (1) In relation to the staff he/she shall: develop and supervise operational plans; develop and maintain an effective plan of organization including relationships within and outside the Association; employ, train, evaluate and discharge staff personnel; compensate staff personnel within the limitations of the budget and salary ranges approved from time to time by the Executive Committee; direct the work of the staff; develop and maintain an effective system of controls over staff functions, Association finances and services.
- (2) In relation to the Executive Committee he/she shall; recommend long range planning objectives and policies, organizational structure for the Association, persons outside the staff for performance of functions beyond staff resources, systems of controls over Association affairs, and approval of budgets and major appropriations; render timely reports in regard to his/her and the staff's functions and goals, and his/her general appraisal of staff performance.
- (3) In relation to the elected officers he/she shall advise, counsel, and assist in the accomplishment of their objectives within budgetary limitations.
- (4) In relation to those outside the Association he/she shall develop and maintain an effective liaison with all branches of the Association.
- (5) In relation to Association Members, he/she shall advise, counsel, and assist them in accordance with the policies of this Association.
- (6) In general, he/she shall perform such other responsibilities as may be designated from time to time by the Executive Committee and/or the Board of Directors.

(C) He/she shall be ex-officio, non-voting member of the Executive Committee, except he/she may be excused from those meetings concerned with his/her own compensation or performance.

(D) The Executive Officer shall be subject to discharge by the Executive Committee subject to ratification by the Board of Directors at its next meeting.

**ARTICLE VIII**  
**(VOTING AND QUORUMS)**

**SECTION** 1. **VOTING PRIVILEGES** shall be limited as follows.  
(A) At meetings of the membership, it is hereby stipulated that only Builder, Developer, Remodeler, and Associate Members in good standing shall have the right to vote. Firms, corporations, or partnerships holding only one membership shall be entitled to only one vote – to be cast by a duly designated representative.

**SECTION** 2. **A MAJORITY VOTE** on any measure will be determined as follows:  
(A) A simple majority vote of the Builder, Developer, Remodeler, and Associate Members present at any meeting of the membership shall carry any measure provided a quorum is present.  
(B) A vote of a simple majority of the Directors present at any meeting of the Board of Directors shall carry any measure provided the number of Directors in attendance at the meeting constitutes a quorum.

**ARTICLE IX**  
**(ELECTIONS)**

**SECTION** 1.  
(A) *Nominations for officers and directors may be taken from the Floor at a regular monthly membership meeting from members in good standing and furnished to the Nominating Committee not less than 30 days prior to the October Board of Directors Meeting. All nominations shall be subject to approval by the Nominating Committee. All approved nominations shall be furnished to the membership not less than five (5) days prior to the scheduled election meeting. The officers and directors shall be elected at a membership meeting of the Association not less than 30 days prior to the November Board of Directors meeting.*

(B) No member shall be deemed to be in good standing for the purpose of voting, being nominated for, or elected to, any elective office in the Association, whose dues have not been paid up to and including the period in which such election is to be held.

**SECTION** 2. The President, with the approval of the Board of Directors, shall appoint judges to supervise and conduct the election.

**ARTICLE X**  
**(COMMITTEES)**

**SECTION** 1. There shall be the following standing committees:

**(A) EXECUTIVE COMMITTEE:** The Association shall have an Executive Committee which, subject to the direction and policies of the Board of Directors, shall have and exercise the authority of the Board of Directors in the management of the Association. However, such committee shall not have the authority of the Board of Directors to amend, alter, or repeal the Bylaws; elect, appoint, or remove any member of such committee or any Director or elected officer of the Association; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another Association; authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Association; authorize the voluntary dissolution of the Association or revoke proceedings therefore; adopt a plan for the distribution of assets of the Association; or amend, alter, or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. Such committee and the delegation of authority thereto, shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him/her by law. The Executive Committee shall be composed of the President, First Vice President, Second Vice President, Treasurer, the most immediate former President, and one member of the Association nominated by the President.

**(B) NOMINATING COMMITTEE:** The Committee shall:(1) determine the eligibility to vote according to the provisions of these Bylaws of persons attending all meetings of the members and of the Board of Directors. At each of such meetings, it may provide each person qualified to vote in such meeting with an appropriate badge or other identification prior to the meeting. It shall render a report to the meeting immediately after the call to order of the meeting. Its report shall consist of a list of the persons or their alternates who are in attendance and are eligible to vote. If there is a contest over who is eligible to vote and there is serious doubt on the part of the committee as to which person(s) are entitled to recognition, the Nominating Committee shall omit all contestants from the list and report that fact of the contest to the meeting. If the committee, however, believes the contest is not justified, it shall ignore it and enter on the list the names of the persons it considers as the legitimate persons eligible to vote at such meeting.(2) have the duty and responsibility of recommending to the Board of Directors, at its monthly meeting, the nomination of qualified persons, who have been previously qualified by the nominating committee at the September Board of Directors meeting, to fill the offices of President, First Vice President, Second Vice President and any other officers to be elected by the Board of Directors.

Specifically, this committee shall; (a) invite and solicit Association Members and Directors to propose nominations; (b) conduct open hearings on proposed nominations for such officers and (c) render its report to the Board of Directors at its annual meeting. The immediate Past President of the Association agreeing to serve shall be the chairperson of the committee. In addition, the committee shall be authorized to initiate resolutions on its own in those areas and on those subject matters where the committee feels that the Association should take a firm position and on which no other resolutions have been presented. In addition to the chairperson, the committee shall be composed of not less than seven or more than nine members.

- (C) **GOVERNMENT RELATIONS COMMITTEE:** The chairperson of the committee shall be appointed by the President and shall investigate and recommend local, state, and national legislation, which shall operate for the benefit of the home building industry. The chairperson of the Government Relations Committee may appoint task forces to study specific legislative or regulatory issues. The task force shall report its findings to the Government Relations Committee chairperson. Such task forces shall expire at the end of the Government Relations Committee term or at a time set when establishing such task forces.
- (C) **FINANCE COMMITTEE:** Shall be appointed by the President and the Board of Directors as needed. The Finance Committee shall develop and recommend to the Board of Directors: a proposed annual operating budget and, if called for, a capital expenditure budget; dues to be paid by the various classes of members of the Association; and the amount, if any, that should be set aside for a reserve fund. Specifically, this committee shall: (1) investigate the budgets, dues structure, and reserve funds in preceding years; (2) recommend to the Executive Committee improvements to be made in disbursement procedures; and (3) invite and solicit recommendations from Association Members council and committee chairpersons, Directors and officers of the Association. The committee shall have the authority to investigate all books and records of accounts, and in this regard the Executive Officer and all staff personnel shall make such books and records available to the committee upon its request. The chairperson of the committee shall be appointed by the President. In addition to the Treasurer, the committee shall have not less than five nor more than nine members.
- (D) **BYLAWS AND POLICY REVIEW COMMITTEE:** The Bylaws and Policy Review Committee shall have the responsibility of reviewing the current Bylaws and Association policies and procedures and making recommendations for changes to the Board of Directors. The chairperson of the committee shall be appointed by the President. In addition to the Chairperson, the committee may be composed of not less than seven nor more than nine members.

**(E) SPECIAL COMMITTEES AND TASK FORCES:** Special committees or task forces may be used from time to time for the performance of specific functions of such a temporary nature as not to justify the creation of standing committees. If a special committee and/or task force is created by the President or Board of Directors, the President or Board shall have the authority to name the members of such committee and/or task force as well as the chairperson. Special committees and/or task forces shall be ratified by the Board of Directors. Such committees and/or task forces shall expire at the annual meeting each year, or at a time set when establishing such committees and/or task forces.

### **(COUNCILS)**

From time to time the Board of Directors may authorize the formation of business councils, i.e., councils to represent the interest of members in a particular business within the scope of the purposes of the Association, or a particular division of the functions of the Association. The association may have the following councils:

- (A) PAST PRESIDENTS COUNCIL** This council shall consist of the past presidents of the Association. The immediate past president will be the Chairperson of the Council. The council shall concern itself with matters of interest to both the Association and may make recommendations to the Board of Directors as it deems appropriate. The council shall also serve as a forum in which the members can share information about their experiences and challenges as presidents of the Association.
- (B) COMMUNITY OUTREACH COUNCIL** This council shall consist of those members of the Association engaged in issues affecting the TPBA coverage area and examining non-profit volunteer projects that would benefit the surrounding community. The primary responsibility of the council is to advise the Board of Directors on such matters that it deems feasible and of utmost importance that the TPBA assist in such affairs.
- (C) ATTORNEY COUNCIL** The council shall consist of those members of the Association engaged in the practice of law, with a primary focus on construction law and/or land use. The chairperson of the council shall be a due paying member appointed by the President. The council shall concern itself with case law, judicial actions, and legislation that impact the residential construction industry. The council may be called on by the Government Relations Committee, Executive Committee, or the Board of Directors to make specific policy recommendations

**(APPOINTMENTS)**

**SECTION** 2. Where the Board of Directors does not acknowledge the need for Councils or Standing Committees the presiding President may appoint a Chairperson for position of duty and report to the Board. All Chairpersons must be approved by the Board of Directors. If the President appoints a Chairperson for such performance the appointed Chairperson may appoint additional members for service.

The President shall appoint a Chairperson to oversee screening of member applicants. This person will verify to the best of their knowledge all information submitted for application to the Association and bring to the Board of Directors for approval. This Chairperson may if desired appoint additional members to the screening committee.

The President will appoint or create other committees or a task force and have the authority to appoint the chairperson and members. Special committees and/or task force shall be ratified by the Board of Directors.

**ARTICLE XI**

**(FINANCE)**

**SECTION** 1. Dues and other monies collected by this Association shall be placed in a depository selected by the Board of Directors. Any payment from the funds of this Association shall be made on the signature of the Executive Officer. Any two officers of the Executive Committee shall cosign all payments over \$3,000 except for the monthly NAHB and TAB membership dues.

**SECTION** 2. The Board of Directors shall adopt a budget for each calendar year, and this Association shall function within the total of such a budget. The Board of Directors must authorize any expenditure in excess of budget.

**SECTION** 3. Members of the Staff handling the funds of the Association shall furnish a bond at the expense of the Association in such amount, as the Board of Directors shall determine.

**SECTION** 4. There shall be an annual audit of the finances of this Association by a competent and qualified auditor and this shall be submitted to the Board of Directors.



**SECTION** 5. There shall be directors and officer's liability insurance in force at all times to be furnished at the expense of the Association. Indemnification – The Association shall indemnify any person, or their heirs, executors and administrators, against any liability (including but not limited to the amounts of judgments, settlements, fines or penalties) and expenses necessarily incurred by such person in connection with the defense or settlement of any claim, action suit appeal, or proceeding, civil or criminal, in which such person is made a party, by reason of being or having been an officer, director, committee member, or staff member. In the case of any criminal proceeding, an additional determination must be made by the Executive Committee (those not party to the action) that such person had no reasonable cause to believe his or her conduct was unlawful. The Association shall not indemnify an officer, director, committee member, or staff member for: (1) willful misconduct; (2) intentional violation of the law; or (3) gross negligence. Any indemnification of, or advance of expenses to, a person in accordance with this Article shall be reported in writing to the Board of Directors within the six-month period immediately following the date of the indemnification or advance.

**SECTION** 6. An "Investment Policy" will be adhered to according to the most current investment policy statement as provided by the Finance Committee and adopted by the Board of Directors.

**ARTICLE XII**  
**(NOTICES)**

**SECTION** 1. Members shall furnish the Executive Officer with their official address and the mailing of any notice, or notices, to such address shall be deemed service of such notices upon them as of the date of mailing it.