

BY-LAWS
DOOR COUNTY HOME BUILDERS, INC.

ARTICLE 1

1.1 Purpose

1.1.1 Pursuant to the articles of incorporation for Door County Home Builders, Inc., dba: The Door County Home Builders Association (DCHBA), a Wisconsin corporation, the following are adopted as the By-Laws of the Corporation.

1.1.2 The purposes of the Corporation are:

1.1.2.1 To operate without profit and that no part of the income of the Association shall inure to the benefit of any individual member,

1.1.2.2 To keep members and others current on developments in products and building methods as well as regulations affecting the building industry,

1.1.2.3 To promote projects that are found to be worthy by the Board of Directors, such as home shows, scholarships in building trades, Habitat for Humanity, and the like,

1.1.2.4 And to promote the interests in general of those in the building industry.

1.2 Mission Statement

1.2.1 The Door County Home Builders Association (DCHBA), chartered in 1979, is a nonprofit, professional trade organization representing the building industry in the Door County and surrounding areas.

1.2.2 DCHBA is affiliated with the Wisconsin Builders Association (WBA) and the National Association of Home Builders (NAHB).

1.2.3 Members of the DCHBA are committed to working together to represent the interests of the building industry.

1.2.4 Our role is to work with our community and government to provide safe, attainable quality housing, with integrity, high standards of professionalism, concern for the environment, and service.

1.3 Code of Ethics: The member of this Association shall be limited to those persons and firms who shall subscribe to the following Code of Ethics:

1.3.1 Members of the DCHBA believe and affirm that:

- 1.3.1.1 Home ownership can and should be within reach of every American family.
- 1.3.1.2 American homes should be well-designed, well-constructed, and well-located in attractive communities, with educational, recreational, religious and shopping facilities accessible to all.
- 1.3.1.3 American homes should be built under the free American enterprise system.
- 1.3.2 To achieve these goals, we pledge allegiance to the following principles and policies:
 - 1.3.2.1 Our paramount responsibility is to our customer, our community and our country.
 - 1.3.2.2 Honesty is our guiding business policy.
 - 1.3.2.3 High standards of health, safety, and sanitation shall be built into every home.
 - 1.3.2.4 All members shall deal fairly with their respective employees, contractors, subcontractors, and suppliers.
 - 1.3.2.5 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.
 - 1.3.2.6 All sound legislative proposals affecting our industry and the people we serve shall have our informed and vigorous support.
 - 1.3.2.7 We hold steadfast the free enterprise system and the American Way of Life. We pledge our support to our fellow members, our local, state and national associations and all related industries concerned with the preservation of legitimate rights and freedoms.
- 1.3.3 We assume these responsibilities freely and solemnly, mindful that they are part of our obligation as members of the Door County Home Builders Association.

ARTICLE 2

- 2.1 Members: The Corporation shall have three types of members. The rights and qualifications of the members are as follows:
 - 2.1.1 Builder Members: A builder member is any individual who is, or is employed by a firm or corporation, engaged in a trade, industry, or profession of residential building

or residential remodeling of homes or apartments and is of good character and business reputation. A person shall be eligible to be a builder member provided such individual, or the firm or corporation who employs him or her, is in the above described business, and holds a verified contractor's license from the state of Wisconsin.

2.1.2 Associate Members: An associate member is any individual who is, or is employed by a firm or corporation, engaged in a trade, industry, or profession related to or in support of the business of residential building or residential remodeling of homes or apartments and is of good character and business reputation. A person shall be eligible to be an associate member provided such individual, or the firm or corporation who employs him or her, is in the above described business.

2.1.3 Affiliate Members: An affiliate member is any individual who is an additional member from an individual, firm or corporation already represented by an already existing Builder or Associate member. These members typically want to be allowed to appear on the Association's member listings and interact with members at meeting for marketing or networking reasons. (Example: Two different Loan Officers from two different branches of the same bank. One is the Associate Member that represents the bank and himself/herself and the other is the Affiliate Member that represents himself/herself.)

2.2 Rights of Members:

2.2.1 Builder or Associate members shall have equal voting rights. The only distinction between the Builder or Associate member shall be in the qualifications for membership on the Board of Directors.

2.2.2 Affiliate Members don't have voting rights. (They cannot serve on the Board of Directors. Affiliate Members can be listed on the Association Web Site as a Member and can attend Association Meetings.)

2.3 Quorum and Proxies for Members' Meetings:

2.3.1 A quorum for members' for the Board of Directors shall consist of fifty percent (50%) of the Board Members entitled to vote.

2.3.2 A quorum for members' for the General Membership shall be 10% (unless matters not previously described in the meeting notice are to be considered and then a 30% requirement applies).

2.3.3 Votes may be cast in person or by proxy. The act of a majority of votes present in person or by proxy at any meeting at which a quorum is present shall be the act of the members.

- 2.3.4 Proxies shall be valid only for the particular meeting(s) or time period designated therein, unless sooner revoked, and must be filed with the secretary before the appointed time of the meeting.
- 2.3.5 If any meeting of members cannot be organized because a quorum is not present, a majority of the members who are present, either in person or by proxy, may adjourn the meeting until a quorum is present, without further notice. At such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed.

2.4 Time, Place, Notice, and Calling of Members' Meetings:

- 2.4.1 Written notice of all meetings stating the time and place and the purposes for which the meeting is being called shall be given by the President or Secretary, unless waived in writing, to each member at his/her address as it appears on the books of the corporation and shall be mailed or personally delivered not less than ten (10) days nor more than thirty (30) days prior to the date of the meetings.
- 2.4.2 The regular annual meeting of members shall contain on the agenda the election of Directors.
- 2.4.3 Special meetings of the members shall be held whenever called by the President or any two (2) members of the Board of Directors and must be called by such Officers upon receipt of a written request signed by one-third of the members.
- 2.4.4 Annual Meeting: An annual meeting of the membership of this Association shall be held in December of each year, or at such other time as the Board may designate, for the express purpose of electing the officers of the Association and a Board of Directors and for taking up such matters as may properly come before the general membership.

2.5 New Membership

- 2.5.1 A vote of two-thirds (2/3) of the Board shall be required to approve new membership.

2.6 Suspension, Revocation or Reinstatement of Membership:

- 2.6.1 The Board of Directors by a two-thirds (2/3) vote may suspend or revoke the membership of any member:
 - 2.6.1.1 For failure to meet financial obligations to the Association
 - 2.6.1.2 Or for conduct detrimental to the Association.

2.6.1.3 The Member shall be given at least thirty (30) days written notice in advance of the meeting of the Board at which the vote is to be taken and shall be afforded a reasonable opportunity to be heard.

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

ARTICLE 3

- 3.1 Number and Qualifications of Directors: The initial Board of Directors shall consist of five (5) persons, elected by the members, to serve until the first annual meeting of the corporation.
- 3.2 Power and Duties of the Board of Directors: The affairs of the Corporation shall be governed by the Board of Directors. All powers and duties, as shall be necessary for the administration of the affairs of the Corporation, shall be exercised by the Board of Directors. Such powers and duties shall be exercised in accordance with the provisions of the Articles of Incorporation and these By-Laws.
- 3.3 Election and Term of Directors: At the first annual meeting of the Corporation, the members shall elect a minimum of five (5) Directors to be classified with respect to the terms for which they hold office by dividing them into five (5) class as follows:
- 3.3.1 One (1) Director who is a Builder member whose term will expire after one (1) year, at the first annual meeting of the Corporation following his/her election.
- 3.3.2 One (1) Director who is a Builder member whose term will expire after two (2) years, at the second annual meeting of the Corporation following his/her election.
- 3.3.3 One (1) Director who is a Builder member whose term will expire after three (3) years at the third annual meeting of the Corporation following his/her election.
- 3.3.4 One (1) Director who is an Associate member whose term will expire after one (1) year, at the first annual meeting of the Corporation following his/her election.
- 3.3.5 One (1) Director who is an Associate member whose term will expire after two (2) years, at the second annual meeting of the Corporation following his/her election.
- 3.3.6 The successors to the five minimum required Directors whose terms expire as set forth above shall be elected to hold office for a term of

3.3.6.1 Three (3) years

3.3.6.2 Or until their successors are duly elected and qualified,

3.3.6.3 Or until any of said Directors shall have been removed in the manner hereafter provided.

3.3.7 A Director may be succeeded only by a member who is of the same type of membership as he/she holds.

3.3.7.1 A Builder Member may proxy his/her Director position to any other member of the Association prior to the election if necessary.

3.3.8 Only members may serve as Directors.

3.3.9 There can be more Directors than the minimum.

3.3.9.1 These additional Directors can be made up of any mix of Builder and Associate members.

3.3.10 Any past president of DCHBA who remains a member in good standing of the association is eligible for a life director position (Past President Life Director) on the DCHBA Board of Directors with the same rights as other directors (debating, proposing motions, voting, etc.). To retain such rights the Past President Life Director must attend at least 50% of the scheduled Board of Directors meetings in a calendar year.

3.3.10.1: The position of Past President Life Director would not count toward the required BOD quorum.

3.4 Vacancies on Board: Vacancies on the Board of Directors caused by any reason other than the removal of Director by a vote of the members shall be filled by a vote of the majority of the remaining directors, even though they may constitute less than a quorum, and each person so elected shall be a Director until his/her successor is elected at the next annual meeting of the members when that class of Directors is to be elected, provided that only a member who qualifies as a Director under other provisions of these By-Laws may be elected to replace a Director vacancy.

3.5 Removal of Directors: At any regular or special meeting duly called, any one or more of the Directors may be removed with or without cause by a majority of the votes of the members entitled to be cast; and a successor may then be elected to fill the vacancy thus created, provided that only a member who qualifies as a Director under other provisions of these By-Laws may be elected to replace a removed Director.

3.6 Regular Meetings and Notice: A regular annual meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of the members. Notice of the regular annual meetings of the Board of Directors shall not be required.

- 3.7 Special Meetings and Notice: Special meetings of the Board of Directors may be called by the President or by two (2) Directors with five (5) days prior written notice to each Director, given personally or by mail, which notice shall state the time, place and purpose of the meeting.
- 3.8 Waiver of Notice: Before, at, or after any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall waive notice by him/her of the time and place thereof. If all of the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.
- 3.9 Quorum of Directors and Adjournments: At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business; and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If at any meeting of the Board of Directors there shall be less than a quorum present the majority of those present may adjourn the meeting from time to time without further notice. At any such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting as originally called may be transacted.
- 3.10 Fidelity Bonds: The Board of Directors may require that some or all officers and/or employees of the Corporation handling or responsible for the Corporation's funds shall furnish adequate fidelity bonds. The premium on any such bonds shall be paid for by the Corporation.
- 3.11 Annual Financial Audit: The Board of Directors will have an annual financial audit completed using a non-board member, third party. The purpose of the audit will be to assure all funds balance with the Treasurer's Accounts (which were reviewed and approved in each Board meeting during the year just completed).

ARTICLE 4

- 4.1 Officers Designation, Election and Removal: The principal Officers of the Association shall be a President, Past-President, President-Elect, Secretary and Treasurer to be elected annually by the members at the annual meeting. Upon the affirmative vote of a majority of the members, any Officer may be removed, either with or without cause; and his/her successor shall be elected at any meeting called for that purpose. Any two (2) or more offices, except a combination of the offices of President and Secretary and a combination of the offices of President and President-Elect may be held by the same person.
- 4.2 President: The president shall be the Chief Executive Officer of the Association. He/she shall preside at all meetings of the Association and of the Board of Directors. He/she shall have all the general powers and duties which are usually vested in the office of the President, including but not limited to, the power to sign, together with any other officer designated by the Board, any contracts, checks, drafts or other instruments on behalf of the Corporation in accordance with the provisions herein.

- 4.3 Past-President: The Past-President is the previous term's President and shall offer advice to the other officers of the Board of Directors. The Past-President shall take the place of the President and perform his/her duties whenever the President shall be absent or unable to act- the Board of Directors shall appoint some other member of the Board to do so on an interim basis if the Past-President is also not available. The Past-President shall also perform such other duties as shall from time to time be imposed upon him/her by the Board of Directors.
- 4.4 President-Elect: The President-Elect is the "President in Waiting" and will assume the Presidency when the current President's terms ends. This position allows the occupant to gain experience and collect information prior to serving as President. The President-Elect shall also perform such other duties as shall from time to time be imposed upon him/her by the Board of Directors.
- 4.5 Secretary: The Secretary shall keep the minutes of all meetings of the Board of Directors and of the Corporation and shall count votes at meetings of the Corporation and shall have charge of the Corporation's books and records and shall, in general, perform all duties incident to the office of the Secretary.
- 4.6 Treasurer: The Treasurer shall have responsibility for the Corporation's funds and shall be responsible for keeping full and accurate accounts of all receipts and disbursements and financial records and books of account on behalf of the Corporation. He/she shall be responsible for the deposit of all monies and all valuable effects in the name and to the credit of the Corporation in such depositories as may from time to time be designated by the Board of Directors. The Treasurer and one other Officer shall be required to authorize any disbursement. Two party authorizations may be waived at the discretion of the Board. The Treasurer shall also be responsible for the billing and collection of all common charges and assessments made by the Corporation.
- 4.7 Liability of Directors and Officers: No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as a Director or Officer of the Corporation if such person(s) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his/her own affairs; or took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon statements made or information furnished by Officers or employees of the Corporation which he/she had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which he/she may be entitled as a matter of law.
- 4.8 Compensation: No Director or Officer shall receive any fee or other compensation for services rendered to the Corporation as such Officer or Director of the Corporation.

ARTICLE 5

- 5.1 Budget: The Board of Directors shall determine the estimated expenses of the Corporation, and shall prepare an annual operating budget for the Corporation in order to determine the amount of dues payable by each member to meet the estimated expenses of the corporation

for the ensuing year. The amounts required by such budget shall be assessed and charged against the members and allocated among the members of the Corporation. The dues shall be paid annually to the Corporation in advance.

The annual budget for the ensuing year shall be prepared and determined by December 1st of each calendar year. The Board of Directors shall advise all members of the Corporation in writing of the amount of dues payable on behalf of each member by the date of the annual members' meeting and shall furnish copies of the budget on which such common charges are based to each member. The members shall either approve or amend the proposed budget at the annual meeting of members.

- 5.2 Default: If a member of the Association is in default in payment of dues, he/she shall not have any of the privileges of membership in the Corporation until dues are paid in full.

ARTICLE 6

- 6.1 Fiscal Year: The fiscal year of the Corporation shall begin on January first and end on December thirty-first.

ARTICLE 7

- 7.1 Amendments By Members: These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the members at any meeting called for such purpose by an affirmative vote of sixty-six percent (66%) of all of the votes entitled to be cast, subject to contrary terms in the Articles of Incorporation and these By-Laws.
- 7.2 Email Balloting: Email balloting is allowed as long as the required affirmative vote rate is achieved, a reconciliation to the General Membership List is performed and the General Membership has been given ample time to discuss, move and vote for a non-email based process, if so desired.

ARTICLE 8

- 8.1 Addresses: Every member shall give his/her address to the Board of Directors upon becoming a member, and the Secretary shall maintain all such information in the record of the membership of the Corporation.

- 8.2 Governing Procedure: The governing parliamentary procedure in all meetings of the Association shall be the current edition of Roberts Rule of Order. (Please see attachment A for the current copy of these procedures.)
- 8.2 Subordination: These By-Laws are subordinate and subject to all provisions of the Articles of Incorporation and the laws of the State of Wisconsin, which shall control in case of any conflict. All terms herein (except where clearly repugnant to the context) shall have the same meaning as in the Articles or laws.
- 8.3 Interpretation: In case any provision of these By-Laws shall be held invalid, such invalidity shall not render invalid any other provision hereof which can be given effect. Nothing in these By-Laws shall be deemed or constructed to authorize the Corporation or Board of Directors to conduct or engage in any active business for profit on behalf of any or all of the members.
- 8.4 No Vested Interest in Operating or Reserve Funds: Members shall have no vested interest in nor shall they be entitled to withdrawals from any reserve fund created pursuant hereto. Upon termination of a membership, any such fund shall remain intact.

ARTICLE 9

- 9.1 The mailing address of the Association shall be:

Door County Homebuilders Association
PO Box 112
Sturgeon Bay, WI 54235

- 9.2 These By-Laws accepted by the Board of Directors, having been approved by at least 66% of the active, General Members this 2nd Day of *December, 2015*.

Amended December 12, 2018