



Bylaws

Revised: November 11, 2021

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ARTICLE I

Name, Location and Affiliation

Sec. 1. The name of this Association shall be Western Area Builders Association, also known as WABA.

Sec. 2. The principal office of this Association shall be located at P.O. Box 1825 in Williston or such other place as the Board of Directors may designate.

Sec. 3. This Association is and shall be an Affiliated Association of the National Association of Home Builders and the North Dakota Association of Builders and shall abide by their respective Bylaws as amended from time to time.

Sec. 4. The operation of this Association shall be conducted in the counties of Williams, McKenzie, Mountrail, Burke & Divide in the State of North Dakota.

ARTICLE II

Mission

The Western Area Builders Association serves and represents members of the professional building industry aspiring to be on the leading edge of homebuilding through networking, education, legislation, and industry advocacy.

Purpose

Sec. 1. The purpose of this Association to the extent permitted by law shall be:

- (A) To associate the builders within its jurisdiction for the purpose of mutual advantage and cooperation.
- (B) To collaborate with all fields related to the building industry within the Association's jurisdiction for the benefit of the industry as a whole.
- (C) To assist in the accomplishment of the mutual objectives of the National Association of Home Builders of the United States and the North Dakota Association of Builders.
- (D) To operate without profit and ensure that no part of the income of the Association benefits any individual member.

ARTICLE III

Membership

Sec. 1. Classes of Members. The Association shall have the following classes of members. The designation of such classes and the qualification of the members of such classes shall be as follows:

- (A) **Builder Member.** Any individual who is or has been engaged or employed by a firm or corporation in the business of building or rebuilding homes, apartments, schools, commercial, industrial, or other structures normally related and appurtenant to a community, or in land development, who subscribes to the Code of Ethics of this Association shall be eligible to be a Builder member.
- (B) **Associate Member.** Any individual who is or has been engaged or employed by a firm or corporation engaged in a trade, industry, or profession related to building and consistent with the objectives of this Association, who subscribes to the Code of Ethics of this Association, shall be eligible to be an Associate member.
- (C) **Affiliate Member.** Any individual who is an employee of a firm represented by a builder or Associate member of the same local association as defined in Sec. 1(A) and (B) of these bylaws and have been accepted as an Affiliate member in good standing may be an Affiliate member. The Affiliate member must have the same mailing address as the full member of record. Affiliate membership does not apply to employees of independent subsidiaries, which are considered distinct corporations of member companies.

Sec. 2. Acceptance of Members.

- (A) Applicants for membership shall apply in a form satisfactory to the Board of Directors, which contains information showing that the Applicant meets the requirements of the proceeding Section. Upon approval by the Board an Applicant shall become a member. Prior to approval, the Board may require a hearing on an application if it has reasonable grounds to believe that the reasons set forth in Sec. 3, below, for suspension or revocation of membership may exist. The provisions of Sec. 3 shall apply to such hearing except that a majority vote shall be sufficient for approval of the Applicant.
- (B) Applicants approved and accepted by this Association, upon payment of dues, shall be members of the National Association of Home Builders of the United States and the North Dakota Association of Builders, and while in good standing, shall be entitled to full benefits, services, and privileges of the respective Associations.

Sec. 3. Suspension and Revocation of Membership.

- (A) The Board of Directors by a two-thirds (2/3) vote may suspend or revoke the membership of any member (a) for failure to meet financial obligations to the Association or, (b) for conduct detrimental to this Association. 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.
- (B) 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.

Sec. 4. Meetings of the Membership.

- (A) An annual meeting of the membership of this Association shall be held each year during the fourth quarter in November, or at such time as the Board may designate, for the purpose of seating the newly elected Board of Directors and taking up such matters as may properly come before the General Membership.
- (B) Regular meetings of the membership of the Association shall be held at such time as the Board of Directors may designate.
- (C) Special meetings of the membership of this Association may be called by the President, or, if requested in writing, by a majority of the members of the Board of Directors.

ARTICLE IV

Dues

Sec. 1. Dues. The dues of this Association shall be established by the Board of Directors and shall include those required for membership in the National Association of Home Builders of the United States and the North Dakota Association of Builders, which this Association shall collect and remit in accordance with the requirements of the National and State Associations.

ARTICLE V

Board of Directors

Sec. 1. Composition and Authority. The Board of Directors shall be the governing body of the Association. The Board of Directors shall have nine board members, an immediate Past President, a National Representative, and Williston City Building Official or designee, and up to seven Ex-Officio Past Presidents, for a total of 19 members. All which must be members in good standing with the Association Releases. The Immediate Past President and National Representative may be one of the nine board members. A Director so elected shall hold office for three years from the date of election or until a successor is elected with three positions expiring each year. The Association at its annual meeting shall seat the newly elected Directors.

Sec. 2A. Ex-Officio Member. The Immediate Past President (one year term, or if he or she is the immediate past president) is automatically appointed as soon as the new president takes office. All other ex-officio such as Life and Senior Life Directors, National Representative, and Williston City Building Official or designee, shall be an ex-officio member of the Board of Directors with full voting privileges. These positions are appointed by the board of directors and will be on the board without a term and will not expire until they quit or resign.

Sec 2B. Ex-Officio Past President Member. When the immediate past president term expires, he or she is eligible to hold ex-officio past president member of the Board of Directors with full voting privileges. These positions are appointed by the board of directors and will serve for three years of appointment, with the opportunity for a second three-year appointment. The maximum number of Ex-Officio Past Presidents is seven. (The reason for an Ex-Officio Past President position is to maintain knowledge, consistency and to provide experience to assist the new board members).

Sec. 3. Chair. The President shall be the Chair of the Board of Directors.

Sec. 4. Vacancies. Vacancies on the Board because of disability, death, or resignation shall be filled by appointment of the President, subject to the concurrence of a majority of the Directors.

Sec. 5. National and State Directors. The Board shall prescribe the method of selection of any National and State Directors to which the Association is entitled under the provisions and conditions prescribed in the bylaws of the National and State Associations.

Sec. 6. Meetings. Meetings of the Board of Directors shall be held as follows:

- (A) Regular meetings of the Board of Directors shall be held monthly or such other time

as the Board may direct.

- (B) Board Members are required to adhere to the attendance policy.
- (C) Special meetings of the board of Directors may be called by the President or upon request in writing of a majority of the Directors.

Sec. 7. Voting. A simple majority vote shall decide an issue provided a quorum is present.

Sec. 8. Quorum. The presence of a majority of the Directors at a meeting shall constitute a quorum.

ARTICLE VI

Officers

Sec. 1 The following Officers shall be elected by the Board of Directors at its board meeting following the membership election meeting. New Officers will be announced at the Annual Meeting and hold office for a term of one (1) year from the date of the election or until their successors are duly elected.

- (A) A President, who shall be a member of the Association. The President shall be the Chief Officer of this Association and shall preside at its meetings and those of the Board of Directors, The President shall be the official spokesperson of the Association in matters of public policy. The President shall appoint all committees, shall be an ex-officio member of all committees, and shall perform all other duties usual to such office. The President shall serve as Immediate Past President of the Association in the year following the term as President.
- (B) A Vice – President, who shall be a member of the Association, shall perform such duties as are assigned by the President and in the absence of the President, or upon direction, shall perform all of the duties of the President. The Vice-President shall serve as President of the Association in the year following the term as Vice-President.
- (C) Secretary/Treasurer (Treasurer, if separate) shall be responsible to the Association for an accounting of all monies collected and disbursed by the Association and shall collaborate with the Executive Officer, or Executive Directors to render a monthly report to the Board of Directors and an annual report to the membership, and upon direction of the President, may perform other duties appropriate to this office. Secretary/Treasurer (Secretary, if separate) shall, with the assistance of the Executive Officer, or Executive Directors, also keep a record of all of the official proceedings of the Association and its Board of Directors, including the reports of committees and, upon direction of the President, may perform other duties appropriate to this office.

Sec. 2. Succession of the Officers.

- (A) In the event of the absence, disability, resignation, or death of the President, then the Vice-President shall act as President of the Association. Should neither the President nor the Vice-President be able to serve for any of the foregoing reasons, then the Secretary/Treasurer shall act as President. If Secretary/Treasurer position is separated, the Treasurer shall have priority and follow the VP, then the Secretary follow if the Treasurer is not able to fulfill the role. The officer so designated to act as President shall be a member and shall serve until such time as the Board of Directors names from among its members a President to fill the unexpired term.
- (B) In the event of vacancy, other than in the office of the President, the Board of Directors shall name from among its members a successor to the unexpired term.

ARTICLE VII

Administrative Officers

Sec. 1. An Executive Officer, or Executive Director may be employed by the Board of Directors at such rate of compensation as it deems fair and proper.

Sec. 2. The Executive Officer, or Executive Director shall serve as the Chief Administrative Officer of this Association and shall perform the duties and responsibilities delegated by the Board of Directors and/or Executive Committee and all other functions usual to such office.

ARTICLE VIII

Voting, Quorums

Sec. 1. All members of the Association in good standing shall be entitled to vote at a meeting of the Membership except as may be provided in other Sections of these Bylaws.

Sec. 2. The presence of twenty members in good standing at a meeting of the Membership, or the majority of the Board of Directors shall constitute a quorum.

Sec. 3. A simple majority vote shall decide an issue provided a quorum is present. This section shall not apply to voting on amendments to these Bylaws.

Sec. 4. The Western Area Builders Association acknowledges from time to time it may be important to vote on matters via electronic communication (e-mail). The Board of Directors shall be allowed to vote on matters brought forth to the Board via e-mail.

ARTICLE IX

Elections

Sec. 1. Nominating Committee

- (A) There shall be a Nominating Committee composed of the Immediate Past President and three members appointed by the President and approved by the board. Appointment shall be made, and notice given to the membership at least 15 days in advance of an election. The President shall designate the Chairman of the Committee.
- (B) The Committee shall solicit the membership, consider recommendations, and shall nominate at least one candidate for each Board position to be filled unless otherwise set forth in the Article. The Committee may resolve questions relating to the nomination of candidates, suggest rules or procedures for the elections, and upon direction of the President, perform other appropriate duties.

Sec. 2. Election of Directors

- (A) The Board of Directors shall be elected at the October Meeting of Membership. The nominations Committee shall submit its report at such meeting or prior via email or mail. Additional nominations may be made from the floor.
- (B) Whenever only one nomination for an elective director is presented to the membership, election shall be by voice vote. Whenever more than one nomination is presented, vote shall be by secret ballot. If more than two candidates are named for a position, a majority of the members voting shall be necessary to elect. If no candidate receives a majority, a second vote shall be taken upon the two leading candidates.

ARTICLE X

Committees

Sec. 1. Executive Committee

- (A) There shall be an Executive Committee of this Association, which shall be composed of the President, who shall be the Chairman, the Vice-President, Secretary/ and/or Treasurer if separate, National Representative, and Immediate Past President.
- (B) This Committee shall, between meetings and subject to approval of the Board of

Directors, conduct the affairs of the Association in accordance with these Bylaws and the policies adopted by the Board of Directors.

- (C) This Committee shall meet upon the call of the President, Board of Directors, or any two of its members. Three members shall constitute a quorum.

Sec. 2. Types of Committees

- (A) The President with the advice and consent of the Board of Directors shall upon taking office establish Standing Committees for the Association except as may otherwise be specifically provided for in these Bylaws.
- (B) The Chair and members of all committees of the Association shall be appointed by the President except as otherwise specifically provided in these Bylaws.
- (C) A President may, with the advice and consent of the Board of Directors, remove the Chair or members of any committee appointed pursuant to this article.
- (D) Special committees and task forces may be appointed by the President as deemed necessary.
- (E) The Chairs are responsible for setting all meeting dates of their committees.
- (F) A simple majority vote in the committee shall decide an issue provided a quorum is present.
- (G) The presence of one-half of the committee members at a meeting shall constitute a quorum.

ARTICLE XI

Chapters

Sec 1. If a county or area within the territory of WABA has a core membership that includes at least twenty (20) members, those members may, with Board approval and assistance from the Board of Directors and Executive Officer or Executive Director, create their own chapter within the Western Area Builders Association. The chapter will be required to follow all the Associations Bylaws and Policies

ARTICLE XII

Finance

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

Sec. 2. The Board of Directors shall adopt a budget for each fiscal year, and this Association

shall function within the total of such budget. Any expenditure in excess of an approved budget must be authorized by the Board of Directors.

Sec. 3. Dues and other monies collected by the Association shall be placed in a depository selected by the Board of Directors.

Sec. 4. The following officers of the Association, and any others as may from time to time be authorized by resolution of the Board of Directors, shall have authority to sign checks for and on behalf of the Association: President, Vice- President, Secretary/Treasurer, and Executive Officer or Executive Directors. The signature of any two (2) of the foregoing shall be necessary on all checks drawn on the account of the Association.

Sec. 5. The President, Executive Officer or Executive Director (with permission from an officer or two board members), or any other officer of the Association duly authorized to act for them in a specific instance, may execute contracts. The Board of Directors may also authorize any officer or agent of the Association, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Sec. 6. The Board of Directors may by two-thirds (2/3) votes authorize the creation of reserve funds for the future operation of the Association. Such funds may be used for such purposes as may be authorized by two-thirds vote of the Board of Directors.

ARTICLE XIII

Rules of Procedure

Sec. 1. Roberts' Rule of Order shall govern the parliamentary procedure of the meetings of the Association provided for in these Bylaws.

ARTICLE XIV

Amendments

Sec. 1. These Bylaws may be amended by a two-thirds vote of the Board of Directors at any meeting provided (a) the attendance at such meeting constitute a quorum, and (b) that a copy of any proposed amendment shall have been emailed or mailed to each member of the Board at least 30 days in advance.

ARTICLE XV

Dissolution

In the event of dissolution of the Association, the assets of the Association shall, after appropriate provision for its debts and liabilities, be distributed in any liquidation proceeding to a corporation, trust, or association which is not organized for profit and is exempt from federal income taxation under the Internal Revenue laws applicable at the time of such dissolution.

Bylaws Amended: May 10, 2009; May 19, 2016; May 14, 2019; November 16, 2019