

CONSTITUTION AND BY-LAWS



KITSAP BUILDING ASSOCIATION

Amended October 6, 1994; June 15, 1995, October 11, 2001, May 3, 2007, October 9, 2014, October 6, 2016, October 9, 2019, & October 19, 2022.

CONSTITUTION AND BY-LAWS

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CONSTITUTION

ARTICLE I (Name, Location & Affiliation)

- Section 1. The name of the corporation shall be Kitsap Building Association.
- Section 2. The principal office of this corporation shall be located at 5251 Auto Center Way, Bremerton, Washington; or such other place as the Board of Directors may from time to time designate.
- Section 3. This corporation is and shall be an Affiliated Association of the National Association of Home Builders of the United States, and the Building Industry Association of Washington, and shall abide by their respective BY-LAWS as amended from time to time.
- Section 4. The operations of this Association shall be conducted in the territory assigned to its jurisdiction now and hereafter by the National Association of Home Builders of the United States.

ARTICLE II (Objectives)

- Section 1. The objectives of the Association shall be:
- A. To associate the builders within its jurisdiction for purposes of mutual advantage and cooperation.
 - B. To develop and maintain within the building industry a high appreciation of the objectives and responsibilities of builders in serving the public.

- C. To provide for the education of its members and the general public in matters relating to construction and ownership of structures.
- D. To promote civic awareness and activity among its members and the general public.
- E. To advocate and encourage the constant improvement of building techniques and practices.
- F. To promote and protect home ownership among all people.
- G. To cooperate with other associations in all matters related to advancing the building industry.
- H. To advocate the standardization of building codes throughout its jurisdiction.
- I. To work for the elimination of governmental orders improperly restricting the building industry and to support beneficial directives.
- J. To encourage participation by its members and the general public in political processes at all levels of government to make those processes more responsive to the public that they are designed to serve.
- K. To promulgate and enforce a Code of Ethics for members of this Association.
- L. To collaborate with distributors and manufacturers of building materials and equipment to the end that maximum quality at minimum cost to the consumer may be achieved.
- M. To issue such publications as may be necessary to disseminate information of value to its members, the public and the government.
- N. To serve, advance and protect the welfare of the building industry, in such a manner that adequate housing will be made available by private enterprise to all Americans.
- O. To assist in the accomplishment of the mutual objectives of the National Association of Home Builders of the United States and the Building Industry Association of Washington.

- P. This Association shall be a non-profit association as provided in Washington State Laws as it is presently existing or may hereafter be amended.
- Q. To have and exercise all other powers conferred by the law of the State of Washington.

ARTICLE III (Code of Ethics)

Section 1. The active members of this Association shall be limited to those persons and firms who shall subscribe to the following Code of Ethics:

A. Members of the Kitsap Building Association believe and affirm that:

1. Home Ownership can and should be within reach of every American family.
2. Americans' homes should be well-designed, well-constructed and well-located in attractive communities, with educational, recreational, Religious, and shopping facilities accessible to all.
3. American homes should be built under the free American enterprise system.

B. To achieve these goals, we pledge allegiance to the following principles and policies:

1. Our paramount responsibility is to our customer, our community and our country.
2. Honesty is our guiding business policy.
3. High standards of health, safety and sanitation shall be built into every home.
4. Members shall deal fairly with their respective employees, subcontractors and suppliers. Home purchaser receives the greatest value possible.
5. All sound legislative proposals affecting our industry, and the people we serve, shall have our informed and vigorous support.

6. 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.

C. We assume these responsibilities freely and solemnly, mindful that they are part of our obligation as members of the Kitsap Building Association.

ARTICLE IV (Amendments)

Section 1. This constitution can be adopted or amended at any meeting, provided a quorum is present, by a two-thirds vote of the active members present, provided a summary of the substance of the proposed amendments shall have been submitted to the members at least thirty days in advance of their adoption

BY-LAWS

ARTICLE I (Membership)

Section 1. CLASSES OF MEMBERS: Membership in the Association shall be of the following classes:

- A. Builder Membership
- B. Associate Membership
- C. Life Membership
- D. Student Membership

E. Affiliate Membership

Section 2. QUALIFICATIONS FOR MEMBERSHIP: Membership in this association shall be determined by the following qualifications.

- A. BUILDER MEMBERSHIP: Shall be open to any person, firm or corporation that is licensed and bonded as an active contractor in the business of developing, building or rebuilding homes, apartments, schools, commercial, industrial, or other structures normally related and appurtenant to a community; and who performs this construction, or resides, within the territorial jurisdiction of this Association; is of good character and business reputation; agrees to abide by the provisions of the bylaws of this Association; subscribes to the purposes of the Association and meets with the approval of the Board of Directors.
- B. ASSOCIATE MEMBERSHIP: Shall be open to any person, firm or Corporation engaged in any allied trade, industry or profession within the territorial jurisdiction of this Association; who is of good character and business reputation and is properly licensed to conduct business in the State of Washington and agrees to abide by the provisions of the bylaws of this Association: Subscribes to the purposes of the Association, and meets with the approval of the Board of Directors.
- C. LIFE MEMBERSHIP: Any Builder Member and/or Associate Member who is retired and not actively engaged in business, so designated by the Board of Directors, for dedicated and distinguished service to the industry and this Association shall be a Life Member. Life membership shall entitle such member to an exemption from local membership dues and he/she shall have all privileges consistent with membership in KBA.
- D. STUDENT MEMBERSHIP: Any Student of construction-related subjects who is a member of an organized group in an accredited school during the current academic year and referred by a faculty advisor shall be eligible to be a Student Member. Student Members shall not be eligible to vote.
- E. AFFILIATE MEMBERSHIP: Any individual who is an employee of a firm represented by a builder or associate member of the local association as defined in Article (1) Section

2 of these bylaws shall be eligible to be an affiliate member if he/she is (resides, works, or lives) within the territorial jurisdiction of this Association; and meets with the approval of the Board of Directors.

Section 3. ACCEPTANCE OF MEMBERSHIP: Applications for membership in this Association shall be made to the Membership Committee and processed in the following manner:

- A. Each candidate shall submit his/her application on a form supplied by this Association containing an agreement to abide by the Articles of Incorporation, Constitution and BY-LAWS and to observe the code of Ethics of the association at least two (2) weeks prior to the Board Meeting of the month which it is to be acted upon.
- B. It is encouraged for applications to be endorsed by at least one member in good standing.
- C. The Membership Committee shall investigate all applications for membership and make their recommendations to the Board of Directors in who shall rest the inclusive right to elect membership via board meeting or in the absence of a quorum, through electronic mail vote.
- D. When elected to membership in this Association, the applicant automatically becomes a member of the National Association of Home Builders and the Building Industry Association of Washington.

Section 4. SUSPENSION, TERMINATION AND REINSTATEMENT OF MEMBERSHIP: Suspension, termination and reinstatement of membership in this Association shall be accomplished in the following manner:

- A. Any member whose dues are not paid in full within ninety (90) days after they become due and payable shall be dropped from this Association.

- B. Any member may be censured, suspended, or expelled from the Association if, in the opinion of the Board of Directors as evidenced by a vote of two-thirds (2/3) of the entire Board of Directors at any meeting that may vote upon the matter, it shall be considered desirable or for the best interest of the Association or its members that the said member be censured, suspended, or expelled.
- C. A vote of two-thirds (2/3) of the entire Board of Directors shall be required to reinstate any member who has been expelled or suspended, or to approve transfer of any membership certificate.
- D. Any member so "expelled shall not be eligible for reinstatement for a period of not less than one (1) year from the date of expulsion."

Section 5. MEETINGS OF THE MEMBERSHIP

- A. The annual meeting of the membership of this association shall be held each year at such time as the Board of Directors may designate, for the express purpose of electing new Directors, and taking up such other matters as may properly come before the general membership.
- B. Regular meetings of the membership of this Association shall be held each month of the calendar year, or as designated by the Board of Directors.
- C. Special meetings of the membership of this Association may be held upon call, with five (5) days' notice, of the President or the Board of Directors.
- D. Notice shall be given of the date, hour and place of all meetings to each member, in writing, at least five (5) days in advance of the meeting. Written communication may include regular mail delivered by the US Postal Service and/or electronic mail (email).

ARTICLE II (Membership Dues)

Section 1. Membership dues for the KBA shall be an amount determined by the Board of Directors on an annual basis.

Section 2. Membership dues for the KBA shall be payable annually or as otherwise prescribed by the Board of Directors.

Section 3. Membership dues for BIAW and NAHB shall be included in the KBA Dues and forwarded to those associations per their requirements

Section 4. Affiliate Membership dues for the KBA shall be payable annually or as otherwise prescribed by the Board of Directors.

ARTICLE III (Membership Card, Emblems and Logos)

Section 1. Each member shall be issued a letter, card, or certificate of membership in such form as the Board of Directors shall prescribe, upon payment of dues for current year.

Section 2. This Association shall use on all its stationery and its literature the official emblem of the National Association of Home Builders of the United States.

Section 3. Members of this Association may use on their stationery and literature the official emblem of the National Association of Home Builders of the United States and the official emblem of the Kitsap Building Association.

ARTICLE IV (Board of Directors)

Section 1: COMPOSITION AND AUTHORITY: The Association at its annual meeting shall elect the Board of Directors consisting of six (6) Builder members and four (4) Associate members. The Directors so elected shall be elected for the following terms of office:

- A. Three (3) Builder members and two (2) Associate members shall be elected each odd year to hold office for two (2) years from the date of their installation or until the successors are duly elected.
- B. Three (3) Builder members and two (2) Associate members shall be elected each even year to hold office for two (2) years from the date of their installation or until successors are duly elected.
- C. Thereafter, three (3) Builder members and two (2) Associate members shall be elected each year to serve two (2) year terms of office.
- D. To be eligible for election to the Board of Directors a member must have been a member of the Association for at least one (1) year and may not be employed by, associated with, or an agency of the same member company of another current member or Ex-Officio member of the Board.

Section 2. EX-OFFICIO MEMBERS: The President, Vice Presidents, Secretary, Treasurer, Immediate Past President, State and National Directors and Alternate State and National Directors, Remodelers Council Chair, and any member holding a position at the BIAW as Chair of a recognized BIAW committee or an elected Officer of the BIAW, shall be BIAW, shall be ex-officio members of the Board of Directors with full voting privileges.

Section 3. CHAIRMAN: The President of this Association shall be the chairman of the Board of Directors.

Section 4. VACANCIES: Vacancies on the Board shall be filled by appointment of the President, subject to the concurrence of a majority of the Directors. In addition to a Board member's voluntary resignation, a vacancy will be determined to exist if two (2) consecutive Board meetings are missed by any member of the Board without prior authorization from the Chairman. When such a situation occurs the Board member's attendance will be put before the Board for review. It will be at the discretion of the Board to either censure or dismiss the Board member depending on the circumstances involved. Replacements will be by Presidential appointment with the approval of the Board.

Section 5. NATIONAL DIRECTORS: One National Director for each fifty (50) Builder members, or fraction thereof of this corporation, shall be elected from this membership by the members

at the annual meeting to represent this corporation on the Board of Directors of the National Association of Home Builders of the United States, in accordance with the BY-LAWS of that Association. An Alternate Director shall also be elected for each National Director. The National Director and the Alternate National Director shall hold office for a period of one (1) year from the date of installation or until successors are elected and qualified. To be eligible for election to the position of National Director or Alternate National Director, a nominee must have been an active member of the Board of Directors for at least one (1) year.

Section 6. BUILDING INDUSTRY ASSOCIATION OF WASHINGTON DIRECTORS: One (1) State Association Director shall be elected by the membership for each fifteen (15) Builder members of the Association at the annual meeting of the membership to represent this corporation to the Board of Directors of the Building Industry Association of Washington State, in accordance with the BY-LAWS of that association. The State Directors shall hold office for a period of one (1) year from the date of installation or until successors are elected and qualified. To be eligible to the position of State Director, a nominee must have been a member in good standing of the Kitsap Building Association for at least one (1) year.

Section 7. ELECTIONS: The nominees receiving the most votes of the membership shall be declared duly elected.

Section 8. MEETINGS: Meetings of the Board of Directors of this corporation shall be held as follows:

- A. An annual meeting of the Board of Directors of the corporation shall be held following the Annual Meeting of the Membership.
- B. Regular meetings of the Board of Directors shall be held each month at such time and place as the Board may direct from time to time.
- C. Special meetings of the Board of Directors may be called by the President or by formal request in writing signed by at least five (5) members of the Board of Directors. Special Meetings called by a signed, written request of at least five (5) board members must be delivered to the Board of Directors by the US Postal Service or by email at least ten (10) days before the special meeting date. Special

Meetings of the Board of Directors may be called by the President with no less than 48 hours electronic notice (email).

- D. Notice in writing of the date, hour and place of all regular meetings shall be given to each Director five (5) days or more in advance. Electronic notice is considered written notice.

Section 9. VOTING: A simple majority vote of the members responding to the call for a vote by mail-in ballot, email, or attending meeting shall carry any measure. A Quorum of the Board of Directors shall consist of not less than one-half (1/2) of its members.

Section 10. COMPENSATION: Officers of the corporation and Members of the Board of Directors shall serve without compensation, unless allowed compensation by the Board of Directors.

Section 11. LIFE DIRECTORS: The Board of Directors may elect any builder or associate member of this Association as a Life Director so long as the builder or associate is a current member in good standing. The member must have served as an officer of the Association and the member must have had a distinguished record of service to the Association and the building industry.

ARTICLE V (Executive Committee)

Section 1. ELECTION OF OFFICERS: The following officers shall be elected by the membership at its annual meeting and shall hold office for a term, as indicated below, from the date of election or until their successors are elected and duly qualified; provided, however, no officer shall serve two consecutive terms of office without the expressed approval of a majority of the members present at the annual meeting.

- A. A President, who shall be a Builder member of the Association will be the chief officer of the KBA and shall preside at its meetings and those of the Board of Directors. The President will serve a term of one (1) year, and be the official

spokesperson of the KBA in matters of public policy. The President shall appoint all committees & chairpersons, shall be an ex-officio member of all committees, and shall perform all other duties usual to such office. To be eligible for election to the office of President, a nominee must be a current member of the Board of Directors for a period of not less than one (1) year.

- B. A First Vice President, who shall be a Builder member of the Association. The First Vice President shall serve a term of one (1) year and serve as chairman of the Government Affairs Committee. In addition, the First Vice President shall perform such other duties as are assigned by the President. The First Vice President shall, in the absence of the President, or upon direction by the President, perform all of the duties of the President. To be eligible for election to the position of First Vice President, a nominee must have been a member of the Board of Directors of the Association for at least one (1) year.
- C. A Second Vice President, shall be a Builder member of the Association. The Second Vice President shall serve a term of one (1) year and perform such duties as are assigned by the President. The Second Vice President shall in the absence of the President and the First Vice President, or upon their direction, perform all duties of the President or First Vice President. To be eligible for election to the position of Second Vice President, a nominee must be a current member in good standing of the Association for at least one (1) year.
- D. A Treasurer, who shall be a Builder or Associate member of the Association, will serve a term of two (2) years and shall be responsible to the Board of Directors by reviewing the monthly financial statements of the Association and perform such duties as assigned by the President.
- E. A Secretary, who shall be a Builder or Associate member of the Association, will serve a term of two (2) years and who shall be responsible to the Board of Directors and perform such duties as assigned by the President.

Section 2. SUCCESSION OF THE OFFICE:

- A. In the event the President should be unable to serve, then the First Vice President shall act as President of the Association. Should neither the President nor the First Vice President is able to serve for any reason, then the Second Vice President shall assume the position of President. If the Second Vice President should be unable to serve and the Treasurer is a Builder member, then the Treasurer shall act as the President. The officer so designated to act as President shall serve until such time as the Board of Directors names from among its members a President to fill the unexpired term.
- B. In the event of a vacancy in a position of an Officer, other than in the office of President, the Board of Directors shall name from among its members a successor to fill the unexpired term.
- C. Removal. Any Officer elected or appointed by the Board of Directors may be removed from their officer position by a two-thirds vote of the Board of Directors whenever in its judgment the best interests of the KBA would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

ARTICLE VI **(Actions Against Officers, Directors and Employees)**

Sec. 1. INDEMNIFICATION.

- A. In all circumstances and to the full extent permitted by law, KBA may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he

is or was an agent of KBA, against expenses, judgments, fines and amounts paid in settlement and incurred by him in connection with such action, suit or proceeding.

- B. In all circumstances and to the full extent permitted by law, KBA shall indemnify any person who is or was a director or officer of KBA and who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was an agent of KBA, against expenses judgments, fines, and amounts paid in settlement and incurred by him in connection with such action, suit or proceeding.
- C. For the purposes of this section, "agent" includes any person who is or was a director, trustee, officer, employee or other agent of KBA or is or was serving at the request of KBA as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. "Expenses" includes attorney fees and any expense of establishing a right to indemnification under these bylaws and applicable law.

Sec. 2. INSURANCE

- A. KBA may purchase and maintain insurance on behalf of any person who is or was a director, trustee, officer, employee or agent of KBA or is or was serving at the request of KBA as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against them and incurred by the in such capacity or arising out of their status as such, whether or not the corporation, partnership, joint venture, trust or other enterprise would have had the power to indemnify them.

ARTICLE VI-1 (Contract Services)

Section 1. Contracts, at the discretion of the Board of Directors.

- A. It may be necessary, from time to time, to enter into contracts for services on behalf of the Association. These contracts may be up to 5 years in duration.
- B. The decision to contract/hire outside services shall be made by the Board of Directors.
- C. Once the decision has been made by the Board of Directors to contract for outside services, the President may either direct the Executive Officer to conduct interviews and forward his/her recommendation to the Board, or convene a committee, to conduct interviews of prospective contractors and make a report with recommendation to the Board of Directors for approval.
- D. Any contract will provide that it shall terminate, automatically, at the end of its term. Any proposal for extension of a contract must be reviewed by the Board of Directors and approved as a new contract.

ARTICLE VII (Administrative Offices)

Section 1. The Board of Directors may employ a professional manager/executive officer who will be known as the EO, with such duties, for such length of time, and at such compensation as determined by the Board of Directors. The EO shall administer the affairs of the corporation in accordance with these Bylaws, and the EO Job Description as may be approved by the Board of Directors. The EO shall be a non-voting Ex-officio member of the Board of Directors. The EO shall also be responsible for the employment of all additional staff in a manner consistent with the Board of Directors approval.

ARTICLE VII-I (Voting Rights and Privileges, Quorums)

Section 1. Voting rights and privileges shall be as follows:

- A. At meetings of the membership only members in good standing shall have the right to vote. Firms, corporations and partnerships holding membership shall be entitled to only one (1) vote to be cast by the duly designated representative.

Section 2. Votes may not be cast by proxy.

- A. A Majority vote on any measure will be determined as follows:
A simple majority vote of the members responding to the call for a vote by mail-in ballot, email, or attending meeting shall carry any measure.
- B. A Quorum of the Membership shall consist of those members responding to the call for a vote.
- C. A Quorum of the Board of Directors shall consist of not less than one-half (1/2) of its members.

ARTICLE VIII (Elections)

Section 1. There shall be a nominating committee composed of the Immediate Past President and six (6) members appointed by the President. Appointment shall be made thirty (30) days in advance of the election. The Immediate Past President shall be the chairman of the committee.

- A. The committee shall solicit and consider the recommendations of the membership, both Builder and Associate, as to candidates for each office and directorships to be filled.
- B. Recommendations from the nominating committee shall be submitted to the Board of Directors prior to the Annual Meeting of the Membership for approval and/or additions and deletions.
- C. The committee shall prepare and send electronically to all members at least five (5) days prior to the Annual meeting of the membership, a report recommending at least one nomination for each office and directorship to be filled, having previously obtained consent of nominees to become candidates for such positions.

Section 2. Additional nominations may be made, only by members in good standing, from the floor at the Annual membership meeting.

Section 3. If there is a nomination of more than one candidate for any elective office, a vote shall be taken by secret ballot and the candidate receiving the most votes for one office shall be considered elected. In the event where more than 2 candidates are nominated and any candidate fails to receive a majority the two candidates with the most votes will go on to a second vote.

ARTICLE IX (Committees)

Section 1. There may be the following committees:

- A. The Executive Committee which shall be composed of the following officers: President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Executive Officer and the Immediate Past President. This Committee shall be called at such time as deemed necessary by the President. The committee's prime function shall be to review or refine materials and questions and to make recommendations to the Board of Directors. In an emergency situation, constituted by a vote of two thirds of the members of the committee, that a situation needs the immediate

attention of the Association for the good of the industry the Executive Committee may take action. Any emergency action taken shall then be taken to the Board of Directors with explanations.

- B. There may be other permanent committees and councils, as necessary.

Section 2. The President shall upon taking office establish Standing Committees for the Association except as may otherwise be specifically provided for in these BY-LAWS.

- A. The Chairperson and members of all committees of the Association shall be appointed by the President except as otherwise specifically provided in these BY-LAWS.
- B. The President may, with the advice of the Board of Directors, remove the Chairperson or members of any committee appointed pursuant to this Article.
- C. Special committees may be appointed by the President as he may from time to time deem advisable.
- D. Meetings of all committees shall be upon the call of the Chairperson.
- E. Where the President does not appoint the complete committee personnel, then, each committee Chairperson shall appoint the members of his/her committee.

ARTICLE X (Finances)

Section 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.

Section 2. The Board of Directors shall be governing the finances of the organization. Such governance shall include the establishment of strict standards for the budgetary planning

and actual financial management of the Association, and assurance that standards are met.

Section 3. Dues and other monies collected by the Association shall be placed in a depository selected by the Executive Board. Payments from the funds of the Association shall be made on the signature of the EO and/or two approvals from the Executive Team.

Section 4. The Board of Directors may, at the expense of the KBA office staff require officers and staff handling funds to furnish a bond. The board of directors shall determine whether a bond will be required and the amount thereof or covered for the same of the insurance policy of the Association.

Section 5. There shall be an annual financial review of the finances of this association by an independent Certified Public Accountant. No less than every three years, there shall be an audit of the finances of this Association by a Certified Public Accountant.

ARTICLE XI (Notices)

Section 1. NOTICES: Members shall furnish to the Executive Officer their official email and mailing address, and the delivery of any notices to such mailing or email address shall be deemed service of such notice or notices upon them as of the date of delivery.

ARTICLE XII (Rules of Order)

Section 1. Roberts Rules of Order, current edition, shall govern the procedure of all meetings of the membership of this Association. At meetings of the Board of Directors, Robert's Rules of Order may be invoked by the President or a vote of the majority of those attending.

ARTICLE XIII (Amendments)

Section 1. Amendments: These BY-LAWS may be amended by a vote of two thirds (2/3) of the membership present at a regularly scheduled General Membership meeting, PROVIDED, that a copy of the proposed amendments and ballot shall have been delivered to each and every member of the Association not less than twenty (20) days prior to the date of adoption thereof.

Section 2. The executive board shall have the authority to temporarily enact bylaws changes necessary to comply with Federal, State and local laws. Such temporary bylaws changes will expire at adjournment of the next regularly scheduled General Membership meeting unless ratified by a vote of a majority of the membership present.

ARTICLE XIV (Audit)

Section 1. There shall be a compilation of the finances of the Association by an independent accounting firm. This compilation shall be completed no later than June 30 every three years.

A. In addition, a monthly income statement (cash basis) and balance sheet shall be produced and presented to the Board of Directors.

Section 2. The Association shall annually engage an outside accounting firm to review and improve the system of financial internal control every three years. This engagement shall be completed, if possible, no later than August 31st every three years.

Section 3. No item in this Article shall preclude the Board of Directors from authorizing additional audits, during any fiscal year.

ARTICLE XV (BY LAW REVIEW)

SECTION 1. A COMPREHENSIVE REVIEW OF BY-LAWS will be completed every 5 years

