

**BYLAWS OF THE
WINNEBAGO HOME BUILDERS ASSOCIATION**

**ARTICLE 1
Name, Location, and Jurisdiction**

Section 1. The name of this Association shall be the Winnebago Home Builders Association.

Section 2. The principal office of this Association shall be located at:

4041 State Road 91 Ste. A
Oshkosh, WI 54904

or such other place as the Board of Directors may designate.

Section 3. This Association is and shall be an affiliated association of the National Association of Home Builders of the United States and Wisconsin Home Builders Association and shall abide by their respective bylaws as amended from time to time.

Section 4. The operation of this Association shall be conducted in the territory assigned to its jurisdiction now and hereafter by the National Association of Home builders.

Section 5. The Association shall be operated as a 501 (c) (6) Corporation.

**ARTICLE II
Purposes**

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

A. To associate the members within its jurisdiction for the purpose of mutual advantage and cooperation for the benefit of the building industry.

B. To collaborate with all fields related to the building industry within the Association's jurisdiction for the benefit

C. 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 Wisconsin Builders Association.

D. To operate without profit. No part of the income of the Association shall ensure to the benefit of any individual Member.

E. To promulgate and enforce a Code of Ethics for members of the Association.

F. To support Laws and Regulations which enable members to better serve their customers and to work for the elimination of Laws and Regulations which impede the industry's ability to serve it's customers.

ARTICLE III
Code of Ethics

Section 1. ETHICS. The members of this Association shall subscribe to the following Code of Ethics:

- A. Members shall conduct business affairs with professionalism and skill.
- B. Honesty is our guiding policy.
- C. All housing shall be built to meet or exceed the minimum standards of the industry as defined by state and local codes.
- D. Members shall comply with both the spirit and letter of business contracts.
- E. Members shall not obtain any business through fraudulent means, knowing acts of omission or by use of implications unwarranted by fact or reasonable probability.
- F. Members shall not perform or cause to be performed any act which could reflect discredit or disrepute any part of the building industry and/or the Association.
- G. Members obtaining construction payouts shall promptly pay creditors and not use the funds for other purposes.
- H. To provide the best housing value possible.
- I. Members shall support and abide by the decisions of the Board of Directors in promoting and enforcing this Code of Ethics.
- J. No Member shall attempt to injure, either directly or indirectly, the professional reputation, prospects, practice, or employment of another Member.

Members assume the responsibilities of the Code of Ethics freely and solemnly, and are mindful that these responsibilities are a part of their obligation as members of the Winnebago Home Builders Association.

Section 2. ENFORCEMENT. The Board of Directors shall be responsible for enforcing the Code of Ethics. In enforcing the Code, The Board of Directors shall follow the most current Guidelines for Handling Complaints as established and approved by the Board. Such Guidelines may be amended by a majority vote of the Board of Directors.

Section 3. COURSES OF ACTION. Upon Review and Recommendation of the Ethics Committee that disciplinary action of a member may be required as related to the Code of Ethics, the Board of Directors may at their sole discretion:

- A. Send a letter of warning to the member.
- B. Immediately suspend the member.
- C. Immediately remove the member from the Association's membership roster.
- D. Or take other action it deems just and equitable.

Section 4. APPEAL. Any member who has been the subject of the disciplinary action as related to the Code of Ethics has the right to appeal to the Board of Directors. The disciplinary action will take effect immediately and will not be stayed pending appeal. The appeal process is defined in the Guidelines for Handling Complaints.

Section 5. ADVISORY OPINION. Any Member may request an Advisory Opinion regarding conduct under the Code of Ethics, pursuant to the following procedures:

- A. Such request shall be made in writing and shall set forth the factual situation in as detailed a manner as possible; the contemplated action or activity which is the basis of the request; whether it is a one time occurrence or an ongoing business activity; and a realistic time frame for receipt of an official response from the Committee.
- B. Upon receipt of the request, the Chair of the Ethics Committee shall forward copies of the request to all Members of the Committee, and schedule a meeting at which it will be discussed.
- C. The Member shall be invited to attend the meeting to further clarify his request and to answer any questions of the Committee. Member shall not be present during the actual discussion of the merits of the request.
- D. The meeting shall be continued from time to time, at the discretion of the committee, until the Committee has reached a decision; however, such decision shall be rendered within thirty (30) days of the receipt of the request.
- E. The committee shall issue its Advisory Opinion to the Member by certified mail, return receipt requested, within ten (10) days of the conclusion of the meeting, outlining its determination and the rationale for reaching such decision.
- F. In any Ethics proceeding involving the Member requesting the Advisory Opinion and the subject matter of the Opinion, the Member's compliance with the Opinion shall be the only issue to be determined by the Ethics Committee pursuant to the Guidelines for Handling Complaints.

G. In any other Ethics proceeding involving the subject matter of an Advisory Opinion, the Advisory Opinion and a member's reliance on such opinion shall be given appropriate consideration in proceedings pursuant to the Guidelines for Handling Complaints.

H. The Ethics Committee shall make the membership aware of the availability of its Advisory Opinions. Such opinions shall not contain the name of any Member.

I. No Member shall request an Advisory Opinion after the action or activity in question has been done, nor shall the Ethics Committee consider such matter should the Committee know such action or activity has been done, except in the event that the action or activity is an ongoing business practice of the Member. No Member shall request an Advisory opinion about the action, activity, or conduct of another individual, nor shall the Ethics Committee honor such request if the Committee should know that this is the case.

ARTICLE IV

Membership

(Revised 1/02, 5/02)

Section 1. CLASSES OF MEMBERS. The members of this Association shall consist of the following classes and the qualifications of the members of such classes shall be as follows:

A. BUILDER MEMBER. Any firm, or individual in the business of building or remodeling homes, apartments, schools, commercial, industrial, or other structures nominally related and appurtenant to a community, which subscribes to the Code of Ethics of the Association, shall be eligible to be a Builder Member. Builder Members must:

- (1) Be actively building and/or remodeling as described above;
- (2) Has been a general contractor or developer for at least (12) months immediately prior to the date of application.
- (3) Show proof of current contractor certification.

The firm shall designate a contact person who shall be registered with the Winnebago Home Builders Association, the Wisconsin Builders Association, and the National Association of Home Builders as the Member-of-record, and who shall individually hold full rights and privileges of membership.

B. ASSOCIATE MEMBER. Any firm or individual, including an employee of a firm, who is either engaged in a trade, industry, or profession related to the building industry and not inconsistent with the objectives of the Association or who is interested in the advancement of the building industry, who subscribes to the Code of Ethics of the Association, shall be eligible to be an Associate member. An Associate member shall be registered with the Winnebago Home Builders Association, the Wisconsin Builders

Association, and the National Association of Home Builders as the member-or-record and shall individually hold full rights and privileges of membership.

C. **AFFILIATE MEMBERSHIP:** Any individual who is an employee of a firm represented by a Builder or Associate member is defined in Article IV. Sec. 1(A) or (B) of the WHBA Bylaws, and subscribes to the WHBA Code of Ethics shall be eligible to be an Affiliate member. Affiliate members are automatically enrolled as Affiliate members of the Wisconsin Builders Association and National Association of Home Builders and will assume any fee structure set forth by the aforementioned organization.

D. **STUDENT MEMBERS.** Any student of light construction or related subjects who is a member of an organized group in an accredited school during the current academic year and sponsored by a faculty advisor shall be eligible to be a student member of the Winnebago Home Builders Association.

E. **HONORARY MEMBERS.** Any person who shall distinguish himself by meritorious service in furtherance of the interest of the Association may be elected to Honorary Membership in the Association by two thirds vote of the entire Board of Directors. Such Honorary Membership shall be subject to the following conditions:

(1) A person being considered for honorary membership shall not be a dues paying member of the WHBA or active in the home building or light construction industry.

(2) Honorary members shall be exempt from payment of any dues and shall have no interest in any property of the Association and shall have no vote.

(3) If an honorary member returns to active status in the home building or light construction industry, he will be required to pay the usual dues and assessments.

(4) The Association reserves the right to revoke any honorary membership. This action may only be taken by a two-thirds(2/3) vote of the entire Board of Directors.

Section 2. **ACCEPTANCE OF MEMBERS.**

A. Applicants for membership shall apply in a form approved by the Board of Directors which contains information showing that the applicant meets the requirements of the preceding Sec. 1. On the approval by two thirds (2/3) of the Board of Directors an applicant shall become a member.

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 Wisconsin Builders Association, and only while in good standing shall be entitled to the full benefits, services, and privileges of the respective Association.

Section 3. SUSPENSION AND REVOCATION OF MEMBERSHIP.

A. Members of applicants with delinquent Association-related obligations, dues, or assessments will not be allowed to participate in Association events, renew their membership, or join the Association until those debts are paid in full.

B. The Board of Directors by a two-thirds vote reserves the right to deny or immediately revoke membership which:

- (1) Does not conduct business in the industries represented by the Association.
- (2) Violates the rules, regulations, policies, or procedures of the Association.
- (3) Does not conduct business in the geographic area assigned to the Association.
- (4) Fails to meet its financial obligations to the Association.
- (5) Violates any Bylaw of the Association.

C. A two-thirds(2/3) vote of the Board of Directors shall be required to reinstate any membership suspended or revoked under this section. Reinstatement shall be subject to such terms and conditions as the Board of Directors shall impose at their sole discretion.

Section 4. MEETINGS OF THE MEMBERS.

A. An annual meeting of the membership of this Association shall be held in May of each year, or at such other time as the Board may designate, for the express purpose of electing the officers of the Association, a Board of Directors and taking up such matters as may properly come before the general membership. Installation will be held in September.

B. Regular meetings of the membership of this Association shall be held on the second Wednesday of the month or as 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.

D. Notice shall be given of the date, hour, and place of all meetings at least 24 hours in advance by placing written notice on the Association office door.

E. All members of the Association shall be entitled to vote at meetings of the membership except as may be provided in other sections of these Bylaws.

F. A simple majority vote shall decide an issue unless stated otherwise in these Bylaws.

ARTICLE V

Dues

Section 1. DUES. The Dues of the 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 Wisconsin Builders Association that the Winnebago Home Builders Association shall collect and remit in accordance with the requirements of the National and State Association.

Section 2. The Association shall have no obligation to refund dues or any portion of dues to any member whose membership terminates for any reason.

ARTICLE VI

Board of Directors

Section 1. COMPOSITION. The Board of Directors shall be the governing body of the Association. The Board of Directors shall consist of Fourteen persons who shall be a member of-record elected by the membership. All of the Directors will hold office for a two-year term. One shall be the immediate past president, seven shall be builders and six shall be associate members. At its annual meeting, the Association shall elect new Directors to fill the expired terms as set out below. Director terms shall begin October 1, of the year following their election.

Section 2. OFFICER MEMBERS. The President, President Elect, Secretary and Treasurer of the Association shall be members of the Board of Directors with full voting privileges. The Executive Officer shall be a non-voting member.

Section 3. CHAIRPERSON. President shall preside over the Board of Directors.

Section 4. VACANCIES. Vacancies on the Board because of disability, death or resignation shall be filled by appointment of the President subject to the approval of a majority of the Directors. Persons so appointed shall serve until the beginning of the new term of office following the election of new Directors at the next annual meeting of the Association.

Section 5. AUTHORITY. The Board of Directors shall have the power and authority to conduct the business and affairs of the Association; to adopt the policies of the Association; to adopt an annual budget following receipt and consideration of recommendations from the Executive Committee; and to create, modify, distribute, and enforce written contracts utilized by the Association. The action of the Board of Directors within its powers granted by the Bylaws of this Association and Articles of Incorporation shall be final and shall not require the approval of the members of this Association in order to be valid.

Section 6. NATIONAL AND STATE DIRECTORS. The Board shall prescribe the method of selection of any National and State Directors and Alternate Directors to which the

Association is entitled under the provisions and conditions prescribed in the Bylaws of the National and State Associations.

Section 7. ASSOCIATE ADVISORY REPRESENTATIVE. The President shall appoint one associate member to serve as representative of the Association on the Associate Advisory Board of the Wisconsin Builders Association. This appointee shall also be the Chairperson of the Associate Advisory Committee of the Association.

Section 8. RESIGNATION AND REMOVAL. The Board of Directors shall have the power but not the obligation to declare vacant the position of any Officer or Director of the Winnebago Home Builders Association who, during his term of office, does not attend three unexcused meetings of the Board of Directors.

Section 9. MEETINGS. Meetings of the Board of Directors shall be held as follows:

A. Regular meetings of the Board of Directors shall be held at such time as the board may direct.

B. Special meetings of the Board of Directors may be called by the President or upon request in writing of a majority of the Directors.

C. Notice of the date, hour, and place of all meetings shall be given to the Directors at least 24 hours in advance by placing a notice on the Association office door.

D. VOTING. A simple majority vote shall decide an issue provided a quorum is present unless stated otherwise in these bylaws.

E. QUORUM. The presence of one-half (1/2) of the Directors at a meeting shall constitute a quorum. If a quorum is not attended, the members participating may adjourn the meeting to another place and time, without notice other than announcement at the meeting, until a quorum is present.

Section 10. MINUTES. The Executive Officer of her (his) designed shall take and keep the minutes of all of the Board of Directors meetings.

ARTICLE VII

Officers

Section 1. The following Officers shall be elected by the membership at its Annual Meeting and shall hold office for a term of (1) year from the date of election or until their successors are elected and duly qualified:

A. PRESIDENT; Shall be a builder member of the Association unless no builder member accepts the nomination and the entire builder list has been exhausted. 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 spokesman of this 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.

B. PRESIDENT ELECT; Shall be a builder member of the Association unless no builder member accepts the nomination and the entire builder list has been exhausted The President Elect shall perform such duties as are assigned by the President and in the absence of the President, or upon his direction shall perform all of the duties of the President.

C. TREASURER; May be either a builder member, or an associate member, who shall be responsible to the Association for the accounting of all moneys collected and disbursed by the Association and shall render a monthly report to the Board of Directors (prepared by the Executive Officer) and an annual report to the membership, and upon direction of the President, may perform other duties appropriate to this office. By a two-thirds vote the Board of Directors shall furnish a bond or insurance at the expense of the Association in such amount as the Board of Directors shall determine for the Treasurer and other Officers or Members of the staff authorized by the Board of Directors to handle the funds of the Association.

D. SECRETARY; May be either a builder member, or an associate member, who shall keep a record of all of the meetings of the Membership and its Board of Directors, including the reports of the committees and, upon direction of the President, may perform other duties appropriate to this office.

Section 2. SUCCESSION OF OFFICE

A. In the event of the absence, disability, resignation, suspension, revocation of membership, or death of the President, the President Elect shall act as President of the Association. Shall neither the President nor the President Elect be able to serve for any of the forgoing reasons, then the Treasurer shall act as President., If the Treasurer should be unable to serve for any of the forgoing reasons, the Secretary shall act as President. The officer so designated to act as President shall serve until such time as the Board of Directors names, from among its builder or associate members, a President to fill the unexpired term.

B. In the event of a vacancy, other than in the office of the President, the board of Directors shall name from among its members a successor to fill the unexpired term.

C. An officer of the Association may resign by written notice to the board of Directors, such resignation shall be effective upon its receipt by the Association or at a subsequent time as set forth in the notice.

ARTICLE VIII
Executive Committee

Section 1. EXECUTIVE COMMITTEE. There shall be an Executive committee of the Association whose voting members shall be composed of the President, who shall be the Chair, President Elect, Secretary, Treasurer, the Chairman and Vice Chairman of the Associate Advisory committee and two (2) immediate past Presidents. The Executive Officer shall serve as a non-voting member of the Executive Committee as defined in Article XV.

Section 2. AUTHORITY. This Committee shall conduct the affairs of the Association in accordance with the bylaws, policies, and instructions of the Board of Directors. It shall be the Policy and Steering Committee of this Association and shall be responsible for establishing a budget for financing the Association and for all matters of policy and public statement, subject to the approval of the Board of Directors.

Section 3. MEETINGS AND QUORUM. This Committee shall meet in February, June, and October and upon the call of the President, the Board of Directors, or one-half of its members, stating the time and place of meeting. The presence of one-half of the committee members at a meeting shall constitute a quorum, of that, a majority vote shall prevail.

ARTICLE IX
Elections

Section 1. ELECTION OF BOARD OF DIRECTORS

A. NOMINATING COMMITTEE.

(1). STRUCTURE. There shall be a Nominations Committee composed of the Immediate Past President, the President Elect, and four (4) members-of-record appointed by the President. Appointments shall be made and notice given to the membership at least fifteen(15) days in advance of an election. The President shall designate the Chairman of the committee.

(2). FUNCTION. The committee shall solicit the membership, consider recommendations, and shall nominate at least one candidate for each office to be filled as otherwise set forth in this Article. The committee may resolve questions relating to the nomination of candidates, suggest rules of procedures for the elections and upon direction of the President, perform other appropriate duties.

B. TIME OF ELECTION. The Association officers and directors shall be elected at the Annual Meeting of the Membership. The Nominations Committee shall submit its report at such meeting. Additional nominations may be made from the floor.

C. PROCEDURE. Whenever only one nomination for an elective office 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 an office, a majority of the members voting shall be necessary to elect. If no candidate receives majority a second vote shall be taken upon the two leading candidates.

ARTICLE X Voting and Quorum

Section 1. All members of the Association shall be entitled to vote at meetings of the membership except as may be provided in other sections of these Bylaws.

Section 2. A majority vote shall decide an issue provided a quorum is present unless stated otherwise in these Bylaws. This section shall not apply to voting on amendments to these Bylaws.

Section 3. The presence of a ten percent (10%) of the members at a meeting of the membership shall constitute a quorum unless stated otherwise in these Bylaws.

ARTICLE XI Committees and Boards

Section 1. 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 Chairperson and members of all committees of the Association shall be appointed by the President except as otherwise be specifically provided in these Bylaws.

C. The President may, with the advice and consent of the board of Directors, remove the Chair or member of any committee.

D. Special committees may be appointed by the President as from time to time may be deemed advisable.

E. Meetings of all committees shall be upon the call of the Chair with the approval of the President.

F. A majority vote in the committee shall decide an issue provided a quorum is present unless stated otherwise in these Bylaws.

G. The presence of one half of the committee members at a meeting shall constitute a quorum unless stated otherwise in these Bylaws.

Section 2. CONSTRUCTION ARBITRATION BOARD.

There shall be a Construction Arbitration Board (CAB) which shall meet upon the call of the Chair. Seven members shall constitute a quorum. CAB will process complaints and arbitrate disputes involving any matter related to building construction under the following procedures:

- A. In case of contractual disputes or disputes not involving a customer, both parties must sign an agreement to submit to Arbitration and to be bound by their decision before CAB shall take any action.
- B. CAB shall be governed by the Wisconsin Arbitration Act as modified by the CAB's own procedures.
- C. Within ten (10) days of acceptance of a dispute, any money held back by either party shall be placed in the WHBA trust account until the matter is decided by CAB.
- D. A builder member or an Associate member who fails or refuses to sign and return an Arbitration Agreement within 30 days of receipt or who fails to comply with the decision of the CAB shall be subject to disciplinary action. The matter will be referred to the Board of Directors who may immediately reprimand, suspend or terminate membership at their sole discretion.
- E. Complaints concerning non-members, eligible for Association membership, must be initiated by a member, must have a signed Arbitration Agreement by both parties, and must include payment of a reasonable fee by the non-member for the services performed. The non-member must agree to be bound by the CAB decision.
- F. The CAB will handle matters only where a contract for the construction or repair work has been entered into by the parties. This contract does not necessarily have to be in writing.
- G. No complaints involving the pay practices of builders or associates shall be accepted by the CAB. These complaints will be processed by the Ethics Committee.

ARTICLE XII

Finance

(Revised 5/01)

Section 1. FISCAL YEAR. The fiscal year of this Association shall be the year commencing on the first day of September and terminating on the last day of August.

Section 2. BUDGET. Each committee shall be given the opportunity to submit a proposed committee budget to the Finance Committee for consideration each fiscal year. The Finance Committee shall have a meeting to which the the Executive Committee shall be invited and shall develop a rough budget based on proposed committee budgets and past history. This budget shall be given to the Executive Committee for further refinement. The Executive

Committee shall make a recommendation to the board of Directors regarding the final budget. The Board of Directors shall adopt a budget for each fiscal year, and the Association shall function within the total of such budget. Any expenditure in excess of an approved budget should be authorized by the Board of Directors. If timeliness is a factor for a budget expenditure, two Executive Committee members' approval shall be required for that expenditure and the expenditure shall be reported to the Board at the next available Board Meeting.

Section 3. DEPOSITORY. Dues and other moneys collected by the Association shall be placed in a FDIC or SIPC Depository selected by the Board of Directors.

Section 4. CHECKS. The following persons, and any others as may be authorized by resolution of the board of Directors, shall have authority to sign all checks for and on the behalf of the Association and its committees: President, Treasurer, Executive Officer. The signature of any one (1) of the forgoing persons shall be necessary on all checks drawn on the account of the Association.

Section 5. EXECUTION OF CONTRACTS. The President (or any other officer of the Association duly authorized to act for him 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.

Section 6. RESERVE FUNDS. The board of Directors may by a two-thirds vote 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 a two-thirds vote of the entire Board of Directors.

Section 7. BONDING/INSURANCE. By a two-thirds vote the Board of Directors shall furnish a bond or insurance at the expense of the Association in such amount as the Board of Directors shall determine for the Treasurer and other officers or members of the staff authorized by the Board of Directors to handle the funds of the Association.

Section 8. DISSOLUTION. In the event of dissolution of the Association, the assets of the Association shall, after appropriate provision for debts and liabilities of the Association, 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. This procedure and action must be approved by the Board of Directors and passed by a two-thirds (2/3) vote.

ARTICLE XIII

Amendments

Section 1. INITIATION. A bylaws amendment may be initiated by the Board of Directors or by any member-of-record. Any member-of-record wishing to introduce an

amendment to these bylaws shall prepare and deliver the specific language of the amendment to the Executive Officer along with a petition for consideration of the amendment signed by at least 10 percent of the members-of-record. The Executive Officer will refer the issue to the Board of Directors for review. If an amendment is proposed by the Board of Directors, the petition requirement is waived. The amendment, if proposed by the Board of Directors, must be published as defined in Section 2, below.

Section 2. VOTING. Amendments must be approved by a vote of the membership at a meeting noticed to the members-of-record not less than 30 days prior to the scheduled vote. At a meeting at which a bylaws amendment vote is to be taken, a quorum of 20 percent of members-of-record is necessary. Provided a quorum is present, the proposed bylaw amendment(s) may be accepted or rejected with a majority vote of the members-of-record present.

ARTICLE XIV

Roberts Rules of Order

Section 1. Roberts Rules of Order shall govern the parliamentary procedure of the meetings of the Association provided for in these Bylaws.

ARTICLE XV

Administrative Officer

Section 1. EXECUTIVE OFFICER. An Executive Officer may be employed by the Board of Directors at such rate of compensation as it deems fair and proper.

Section 2. DUTIES. The Executive Officer shall serve as the Chief Administrative Officer of the Association. The Executive Officer shall perform the duties and responsibilities delegated by the Board of Directors and all other such functions usual to such office. The Executive Officer or designated staff member is authorized to attend all meetings of standing or adhoc committees, task forces, sub-committees, councils, or other bodies of the Association, as well as meetings of the Board of Directors except when the Board of Directors deems it necessary that the Board convene in Executive session. In addition, the Executive Officer shall serve as a non-voting member of the Executive Committee, except when the Executive Committee deems it necessary to convene in Executive session.

Section 3. STAFFING. The Executive Officer shall be empowered to employ and supervise an adequate staff to carry on the business of the Association as instructed by the Board of Directors, at such rates of compensation as the Board of Directors may deem fair and proper.

Section 4. EVALUATION. An annual written evaluation of the Executive Officer and all other staff shall be performed by the Executive Committee in June, with a report to the Board of Directors in July.

ARTICLE XVI
Membership Identification

Section 1. MEMBERSHIP VERIFICATION. Each member shall receive a verification of membership annually upon the payment of dues for the current year in such form the Board of Directors shall prescribe.

Section 2. USE OF LOGOS. The Association and members of the Association may use on their stationary and literature the official logo of the National Association of Home Builders of the United States, and the Wisconsin Builders Association and the Winnebago Home Builders Association.

Section 3. All member services shall be made available to non-members on a non-discriminatory basis. The Board of Directors reserves the right to charge non-members higher rates for access to such services, provided that such higher rates are fair and reasonable.

ARTICLE XVII
Indemnification

Section 1. SCOPE. In addition to any other rights to which any such person may be entitled by contract or otherwise under law, the Association shall indemnify, defend and save harmless any person, his heirs, executors and administrators, against any cost, expense (including attorney's fees and amounts paid in settlement), fine, penalty, judgment and liability reasonably incurred by or imposed upon such person in connection with any action, suit or proceeding, civil or criminal, to which such person may be made a party or which such a person shall be threatened, by reason of such person's being or having been a Member, Director, Officer, Committee Member, Employee or Agent of the Association serving or having served in any capacity in any other organization at the request of the Association, unless with respect to any matter such person shall have been adjudicated in any proceeding to be liable for gross negligence or willful misconduct in the performance of such person's duties as such.

Section 2. DIRECTORS AND OFFICERS INSURANCE. The Association shall maintain Directors and Officers insurance in the amount as determined annually by the Board of Directors.

ARTICLE XVIII
ANTITRUST COMPLIANCE STATEMENT

The Association supports and will comply with all applicable federal and state antitrust laws, and will avoid engaging in activities that could result in noncompliance by an Association member. Recognizing the particular sensitivity of trade association activities, the Association and its members will follow the guidelines set forth below:

1. Meetings of Association members, boards or committees shall be held only for proper purposes.

2. Association meetings shall adhere to an agenda circulated to those expected to be in attendance.
3. Minutes of Association meetings shall accurately report actions taken.
4. No secret or impromptu meetings shall be held at any time.
5. At Association meetings, members will not discuss commission rates, commission splits, competitive procedures, or improper concerted activity among competitors or any other subject tending to affect the price or terms and conditions of sales produced by members.
6. All Association services shall be made available on a reasonable basis to all members.
7. Membership in the Association shall be available to all who qualify.

Put in to by laws 5/17/04
Amendment to By-Laws of the Winnebago Home Builders Association

Article XV
Administrative Officer

Section 3. **STAFFING.** The Executive Officer shall be empowered to employ and supervise an adequate staff to carry on the business of the Association as instructed by the Board of Directors, at such rates of compensation as the ~~Executive Committee~~ **Board of Directors** may deem fair and proper ~~within limitations of the fiscal budget.~~

Section 4. **EVALUATION.** An annual written evaluation of the Executive Officer **and all other staff** shall be performed by the Executive Committee **in June, with a report to the Board of Directors in July.**

Article VIII
Executive Committee

Section 3. **MEETINGS AND QUORUM.** This Committee shall meet **in February, June, October and** upon the call of the President, the Board of Directors, or one-half of the committee members, stating the time and place of meeting. The presence of one-half of the committee members at a meeting shall constitute a quorum, of that, a majority vote shall prevail.

