ARTICLE I: NAME AND LOCATION

SECTION 1

The name of the corporation shall be the Metropolitan Builders & Contractors Association of NJ affiliated with the National Association of Home Builders, a New Jersey not-for-profit corporation, herein referred to as the "Association," "Metro of NJ," or " Metro."

SECTION 2

The Metropolitan Builders & Contractors Association of NJ is an affiliate of New Jersey Builders Association, herein referred to as NJBA and the National Association of Home Builders of the United States, herein referred to as NAHB and shall abide by the constitution and By-laws of NAHB and NJBA as amended from time to time.

SECTION 3

The principal office of the Association shall be located at such place or places as the Board of Directors from time to time may specify. The office of the Executive Vice-President shall be located in the principal office of the Association.

ARTICLE II: TERRITORIAL JURISDICTION

SECTION 1

The Association shall operate for the benefit of all persons, firms and corporations engaged in the building and remodeling industries and allied trades, industries and professions, in the State of New Jersey, as consistent with the NAHB Charter. The operations of this Association shall be conducted in the territory of the counties of Essex, Hunterdon, Morris, Somerset, Union, and Warren as currently chartered by NAHB and may be amended from time to time by NAHB, and approved if applicable by the Metro Board.

ARTICLE III: OBJECTIVES AND GOALS

SECTION 1

The Metro of NJ is a professional organization that shall serve to protect and advance the rights and interests of builders, remodelers, and associates in all matters affecting the building & remodeling industries. The Metro shall support the business interests of its member firms, support safe and affordable shelter, and foster the American dream of home ownership.

SECTION 2

The goals of the Association are:

1. To provide educational opportunities for all members to advance their knowledge base of the building and remodeling industries, as well as, to act as a resource center of information;
2. B. To promote the highest standards of professionalism and business ethics within the building and remodeling industries;
3. To cooperate with other organizations for the betterment of housing interests;
4. To function as a local affiliated Association of NAHB and NJBA;
5. To promote and support governmental activities beneficial to the housing industry;
6. To encourage the economic soundness of the building and remodeling industries and our members;
7. To develop industry leaders; and
8. To provide services for the benefit of its membership.

ARTICLE IV: GOVERNANCE, CODE OF ETHICS, STANDARDS OF CONDUCT, AND DISCIPLINE

SECTION 1

Standards of Professional Conduct: Members of the Association shall conduct their professional and business activities in a manner consistent with the purposes and reputation of the Association and the construction industry.

All members shall comply with:

1. These Bylaws
2. The Association's Code of Ethics
3. The Association's Code of Conduct
4. Policies and rules adopted by the Board of Directors

SECTION 2

Authority of the Board of Directors: The Board of Directors shall have the authority to investigate complaints and take disciplinary action against any member for violations of:

1. These Bylaws
2. The Code of Ethics
3. The Code of Conduct
4. Any rule or policy adopted by the Association

The Board shall exercise this authority through the Professional Standards Committee established by these bylaws.

SECTION 3

Professional Standards Committee

1. **Establishment**: The Board of Directors shall appoint a Professional Standards Committee consisting of five (5) members in good standing.
2. **Procedures**: The Board shall adopt written procedures governing the operation of the Committee, including investigation procedures, hearing procedures, and rules governing evidence and testimony. In the event of a complaint the code of ethics and conduct at the time of complaint must be followed.

SECTION 4

Complaints, Due Process, Disciplinary Actions, Appeals, and Meeting Conduct shall be addressed in the Policies & Procedure Manual

SECTION 5

Adoption of Governance Policies: The Board of Directors shall adopt policies necessary to implement and enforce this Article, including but not limited to:

1. Code of Ethics
2. Code of Conduct
3. Complaint and investigation procedures
4. Hearing procedures
5. Sanction guidelines
6. Board meeting conduct policies
7. Member acknowledgment requirements

Such policies shall be maintained as part of the Association's official governance documents.

ARTICLE V: MEMBERSHIP

SECTION 1

Categories of Membership: Membership in the Association shall be in four (4) categories, as follows:

1. Builder / Remodeler Member shall be any individual who is engaged in:
    a. The construction, reconstruction, or remodeling of residential, commercial, industrial, public, or institutional structures; or
    b. Land development or activities appurtenant thereto
    c. Builder / Remodeler Members shall be voting members and shall be eligible to hold elective office, subject to the Bylaws herein.
2. Associate Member shall be any individual who is engaged in:
    a. A trade, occupation, profession, or service related to the building industry and consistent with the purposes of the Association.
    b. Associate Members shall be voting members and be eligible to serve on committees and the Board, subject to the Bylaws herein.
3. Honorary Member shall be any individual so designated by the Board of Directors from time to time for distinguished and exemplary service to the building industry.
    a. An Honorary Member shall hold all privileges afforded to members of the Association, other than eligibility to hold office or to vote, and shall be exempt from the payment of dues.
4. Affiliate Member shall be any individual who is an employee of a firm, corporation or other business entity that is a builder, remodeler or associate member of this Association, other than eligibility to hold office or to vote.

Members of any category must be of good character and business reputation. Must subscribe and agree to abide by these bylaws as described herein and meet all eligibility standards of NAHB and NJBA.

SECTION 2

Membership Applicants: All applicants (other than Honorary Members) shall:

1. Submit an electronic application on a form approved by the Association;
2. Submit required dues and payments according to approved payment arrangements;
3. Provide such additional information as reasonably required.

Dues shall be refunded if membership is denied.

An applicant whose membership application is denied may submit a written appeal to the Association within thirty (30) days following notice of the denial. Said notice shall be provided by email. The Board shall consider the appeal at its next regular meeting. The decision of the Board shall be final.

To be accepted for any category of membership, an applicant must be approved by a simple majority of a quorum at a board meeting.

SECTION 3

NAHB/NJBA Membership: All Builder / Remodeler and Associate Members shall become and remain members in good standing of NAHB and NJBA. Failure to maintain membership in this association shall constitute automatic suspension of membership in NAHB and NJBA.

Member in Good Standing means a member who:

1. Is current in the payment of all dues and other financial obligations to the Association;
2. Is not under suspension or subject to any active disciplinary sanction imposed by the Association;

3. Continues to satisfy the eligibility requirements applicable to the member's category of membership; and
4. Is otherwise in compliance with the Association's Bylaws, rules, regulations, and duly adopted policies.

SECTION 4

Membership Applications

1. Membership applications shall be submitted electronically, and the application shall be referred by the Executive Officer and submitted to the Secretary of the Association and the Membership Committee. This committee shall be responsible for the review of all applications and determine the qualifications of the applicant in accordance with the Bylaws. The Membership Committee shall determine whether the applicant is qualified and make its recommendation to the Board - who shall have the exclusive right to elect or renew membership.
2. The Committee shall publish the name of each new member in the Association's publications. Membership applications shall be distributed to all active Board Members at least three (3) days before the Board meeting at which the applications will be considered.

Any Board Member may object to an application during that period. Objections shall first be reviewed by the Membership Committee and, if necessary, decided by the Board of Directors. All objections shall remain strictly confidential.

If the Board of Directors approves the application pursuant to Article V, Section 2, the Executive Vice President shall notify NAHB and NJBA of the Board's recommendation. Approval of the application shall bind the Member to these Bylaws.

SECTION 5

Alternative Dispute Resolution: As a condition of membership in the Metropolitan Builders & Contractors Association of New Jersey (the "Association"), every member agrees to participate in the Association's Alternative Dispute Resolution Program for those disputes that are subject to the program under the Association's Policies and Procedures.

Covered disputes shall first be submitted to mediation. If mediation does not resolve the dispute, the matter shall be submitted to binding arbitration in accordance with the Association's Alternative Dispute Resolution Policies and Procedures.

Acceptance or renewal of membership constitutes each member's knowing and voluntary agreement to be bound by this Section and by the Association's Alternative Dispute Resolution Policies and Procedures, as adopted and amended from time to time by the Board of Directors.

Nothing in this Section shall limit or impair the Association's authority to investigate, hear, or discipline members under the Association's Code of Ethics, Standards of Conduct, or Professional Standards Procedures. Disciplinary proceedings are separate from, and independent of, the Association's Alternative Dispute Resolution Program.

SECTION 6

Resignations, Terminations, Reinstatements, and Hardship:

1. Membership may be administratively suspended or revoked for failure to meet financial obligations to the Association for a period of three months, including non-payment of dues. A two-thirds (2/3) vote of the entire Board of Directors with voting rights shall be required to reinstate any membership suspended or revoked. Reinstatement shall be subject to such conditions as the Board may impose.
2. Any member may resign from the Association at any time; However, resignations shall not relieve the member from the obligations to pay any outstanding bills or dues.
3. The Board of Directors, in its discretion, on an individual basis, may consider cases of hardship when dealing with membership matters including, but not limited to, payments of dues.

ARTICLE VI: MEETINGS – GENERAL MEMBERSHIP

1. Regular meetings of the membership of the Association shall be held on dates set by the Board of Directors. Meetings shall be located at the discretion of the President, and shall change from time to time to accommodate members in the various counties within the Association's jurisdiction.
2. An annual meeting of the membership of the Association shall be held in November of each year for the purpose of electing new Officers and members of the Board of Directors and reviewing the affairs of the Association.
3. At discretion of the Board a meeting of the membership of the Association shall be held in January of each year for the purpose of installing the new Officers and members of the Board of Directors for the upcoming year.
4. Special meetings of the membership of the Association may be called at any time by the President or two-thirds (2/3) of the full membership of the Board of Directors.
5. Notice shall be given of the date, hour and place of all meetings in writing to each member five (5) days in advance.

ARTICLE VII: FISCAL YEAR

SECTION 1

The fiscal year of the Association shall be January 1st to December 31st, or such other fiscal year as the Board of Directors may, by resolution, designate.

ARTICLE VIII: DUES

SECTION 1

1. Each member shall pay the Association dues annually, in advance, on the first day of the month that is the member's anniversary date. All State and National dues adjustments shall be automatically reflected in the Association's dues.
2. The dues structure of the Association may be modified at any time at the Board's discretion, subject to ratification of the membership by a majority vote of those in attendance at a regularly scheduled general meeting.
3. If dues are not paid on time, the non-paying member will be terminated when NAHB terminates a member for non-payment. A two-thirds (2/3) vote of the entire board with voting rights shall be required to reinstate any membership terminated for failure to pay dues in accordance with this Article.
4. If, in the case of hardship relating to the payment of dues which is raised under Article V, the Board may, in its discretion permit a member to pay his/her/its dues in six (6) consecutive monthly installments, provided, however, that the member pays up front that portion of the member's dues which the Association pays to NAHB and NJBA on behalf of the member.

SECTION 2

Annual dues for membership in the NAHB and the NJBA shall be paid by the Association from its Treasury at the rate fixed and under the terms stated in the By-laws (or amendments thereto currently in effect) of those Associations.

ARTICLE IX: EMBLEM & LOGO USAGE

SECTION 1

Each member shall have the right to use an insignia cut of the Association official insignia, imprint or replica of which may be used on all stationary, literature and advertising display.

SECTION 2

The Association shall use the official emblems of the NAHB of the United States and the NJBA on all its stationery and literature.

ARTICLE X: BOARD OF DIRECTORS

SECTION 1

1. The affairs of the Association shall be managed by its Board of Directors, except to the extent such affairs are reserved to the members by law, these By-laws, or delegated to others by these By-laws. The Board of Directors shall be the governing body of the Association.
    a. The Board of Directors shall be comprised of:
        i. a minimum of three (3) elected members to a maximum of six (6) elected members (the "Elected Directors"), plus
        ii. a minimum of five (5) Presidential Appointees to a maximum of seven (7) Presidential Appointees, plus
        iii. Life Directors and Past Presidents (to the extent qualified pursuant to the terms of Section 2 of this Article X) (the "Qualified Life Directors"); plus
        iv. The President, First Vice-President, Vice-President Treasurer, Vice-President Secretary, First Vice-President of Associate Affairs, and Second Associate Vice-President (the "Executive Officers) as ex-officio members, plus
        v. Members -at-Large (as defined in Section 2 of this Article X)
    b. Qualified Life Directors, Executive Officers, and Members-at-Large shall have the same Board of Director voting privileges as the Elected Directors and Presidential Appointees.
    c. Presidential Appointees shall be members of the Association in good standing. Candidates to become Presidential Appointees shall be approved by the Nominating Committee as provided in Article XIII of these By-laws. The appointments for Presidential Appointees shall occur not later than November 30th of each year.
    d. Elected Directors shall be elected by the members of the Association in good standing at the Annual Meeting and shall serve for a term of one (1) year (taking office on January 1st and holding office until December 31st).
    e. The term of office for Presidential Appointees shall be for one (1) year and shall run concurrently with the term of the office of the President.
    f. All Elected Directors, Presidential Appointees, Qualified Life Directors, Executive Officers and Members-at-Large shall pay full membership dues in order to maintain their privileges and voting rights as members of the Board of Directors. NAHB Affiliate members do not qualify as being full paid members of the Association.
2. The President Elect and the Nominating Committee shall work together to endeavor to have the membership composition of the Board of Directors consist of 60% from the builder/remodeler membership and 40% from the associate membership.
3. Any Elected Officers, Directors or Presidential Appointees missing three (3) Board of Director meetings without providing a legitimate excuse, may be required to resign at the discretion of the President or the Board of Directors.
4. Qualified Life Directors must attend three (3) Board of Director meetings annually in order to retain their Board of Director voting privileges. If a Qualified Life Director has not attended three (3) Board of Director meetings in the preceding year, they must attend three (3) Board of Director meetings in the current year, at which time, at their third meeting, their Board of Director voting privileges will be reinstated.

SECTION 2

1. Past Presidents of the Association who have completed their elected or appointed terms, shall automatically become Life Directors.

2. Life Directorship, with Board of Director voting privileges, shall be bestowed on any member who has served at least ten (10) years, whether consecutive or not, on the Board of Directors or Executive Committee. Notice of all Board of Directors meetings shall be circulated to Life Directors by the Executive Vice-President of the Association at the address of the Life Director last appearing on the records of the Association. Notices of the meetings shall be required to be sent to Life Directors if they become ineligible to vote under Paragraph D of Section of 1 of this Article X, provided that the failure to provide such notice shall not invalidate any action taken at a meeting of the Board of Directors. A list of all Life Directors shall be published in the annual Association publication and directory.
3. The President may appoint members of the Association in good standing as Members-at-Large to serve as local representatives on NJBA State committees or NAHB National Standing committees. The President shall, where practicable, endeavor to appoint only Elected Directors, Presidential Appointees, Qualified Life Directors or Executive Officers with voting rights to serve as the local representatives on NJBA State committees or NAHB National Standing committees.

SECTION 3

Vacancies on the Board of Directors, National Representatives to NAHB and State Directors appointed to the Board of NJBA occasioned by death, removal as provided herein or resignation shall be filled by appointment by the President. The persons so appointed shall serve until the expiration of the original term.

SECTION 4

Leadership Delegates of the NAHB, who are members of the Association, and alternates, shall be appointed by the President to serve for a term as prescribed by the Constitution and By-Laws of NAHB.

SECTION 5

State Directors who are members of the Association shall be appointed by the President to serve for a term as prescribed by the Constitution and By-laws of the NJBA.

SECTION 6

Meetings of the Board of Directors shall be held as follows:

1. An annual meeting of the Board of Directors of the Association shall be held at the beginning of the fiscal year for the purpose of approving the budget and such other matters as may properly come before them.
2. There will be a minimum of eight meetings of the Board of Directors held each year.
3. Special meetings of the Board of Directors may be called by the President or upon formal request in writing of two-thirds (2/3) of the board.
4. Notice of the date, hour and place of all meetings must be given to the Directors (as defined above) at least five (5) days in advance.
5. It shall be permissible for the Board of Directors to hold meetings by a telephone conference call or other audio-visual communication.

SECTION 7

1. The Association may do all it is legally entitled to do under the laws applicable to its form of organization. The Association shall discharge its powers in a manner that protects and furthers the interests of its membership.
2. The property, affairs and business of the Association shall be managed by the Board of Directors, which shall have all those powers granted to it by the Certificate of Incorporation, these By-laws, and by law. Without limiting the foregoing the Board shall have the following specific powers:

a. To employ professional counsel and to obtain advice from persons, firms or corporation such as, but not limited to, accountants, lawyers, and engineers; and
b. To enter into leases or purchase agreements to provide for adequate administrative space within which to conduct the affairs of the Association; and
c. To employ all administrative and managerial personnel necessary; and
d. To adopt, amend, and publish policies & procedures covering the details of membership and in furtherance of any of the provisions of this Constitution and By-laws or the Certificate of Incorporation; and
e. To borrow and repay monies, giving notes, mortgages or other security upon such term or terms as it deems necessary; and
f. To invest and reinvest monies; sue and be sued; collect interest, dividends and capital gains; exercise rights; pay taxes; make and enter into contracts; enter into leases or concessions; make and execute any and all proper affidavits for various purposes; settle any action without leave of court; and all other powers contained herein, and those necessary and incidental thereto; and
g. To bring and defend actions by or against one or more members which are pertinent to the purposes of the Association, or any other legal action deemed necessary by the Board;
h. To create, appoint members to and disband such committees as shall from time to time be deemed appropriate or necessary to aid the Board in the discharge if its duties, functions and powers; and
i. To obtain insurance as follows:
    i. Physical Damage Insurance. To the extent obtainable in the normal commercial marketplace, public liability insurance for personal injury and death from accidents occurring upon the property owned or leased by the Association. Said insurance shall be in such limits as the Board may, from time to time, determine;
    ii. Public Liability Insurance. To the extent obtainable in the normal commercial marketplace, public liability insurance for personal injury and death from accidents occurring upon the property owned or leased by the Association. Said insurance shall be in such limits as the Board may, from time to time, determine;
    iii. Directors' and Officers' Liability Insurance. To the extent obtainable in the normal commercial marketplace, liability insurance indemnifying the Directors and Officers of the Association against liability for errors and omissions occurring in connection with the performance of their duties in an amount of at least $1,000,000.00 with any deductible amount to be in the sole discretion of the Board;
    iv. Workers' Compensation Insurance. Workers' compensation and New Jersey disability benefits insurance as required by law;
    v. Fidelity Insurance. To the extent obtainable in the normal commercial marketplace, fidelity insurance insuring the Association against theft, embezzlement or defalcation of its monies by any person or persons having control over such monies, in such amounts and subject to such deductibles as the Board shall determine; and
    vi. Other Insurance. Such other insurance as the Board may determine be appropriate.
j. To exercise such other powers as are necessary or desirable to carry out the purposes and goals of the Association as set forth in these By-laws or the Certificate of Incorporation.

ARTICLE XI: OFFICERS

SECTION 1

The following Officers shall be elected from the membership: President, First Vice-President, Vice-President Treasurer and Vice-President Secretary. The following Officers shall be elected from the Associate membership: First Vice-President of Associate Affairs and Second Vice-President of Associate Affairs. These Officers shall be elected by the membership at their annual meeting and shall take office January 1st and hold office until December 31st.

SECTION 2

Duties of the elected Officers of the Association shall be as follows:

1. The President shall be the Chief Officer of the Association and shall preside at its meetings and those of the Executive Committee. The choice of location and time of any meeting (other than those fixed in these By-laws). The President shall, with the advice of the Board of Directors, be the official spokesperson of the Association in matters of public policy. The President shall appoint committees, shall be an ex-officio member of all committees, and shall perform all other duties usual to such office. The President of the Association shall present his/her initiatives for the term year to the Board of Directors. Such initiatives shall not be presented later than the February Board meeting of each year.
2. The First Vice-President, or in his/her absence, the Vice-President Treasurer shall, in the absence of the President, perform all the duties of the President and when so acting shall have all the powers of and by subject to all the restrictions upon the President. The First Vice-President shall perform such duties as may be assigned by the President, the Executive Committee or Board of Directors.
3. The Vice-President Treasurer shall be responsible to the Association for an accounting of all monies collected and disbursed by the Association and shall render a monthly statement of the fiscal affairs of the Association to the Board of Directors (and an annual statement to the membership). The Vice-President Treasurer may be bonded by a recognized surety company at the expense of the Association, in such amount as may be decided by the Board of Directors. He/she shall also serve on the Finance and Budget Committee; and perform such duties as may be assigned to him/her by the President, Executive Committee or Board of Directors.
4. The Vice-President Secretary shall cause to keep a record of all the official proceedings of the Association and its Board of Directors, including the reports of special committees; shall serve as Assistant Treasurer when occasion dictates same; and shall perform such duties as may be assigned to him/her by the President, Executive Committee or Board of Directors. The Vice-President Secretary or other member of the Executive Committee (other than the President) shall be the corporate Secretary of the Association.
5. No executive officer of Metro should simultaneously hold an executive position at NJBA or NAHB.

SECTION 3

Vacancies: Vacancies in any office occasioned by the death, suspension or resignation of any Officer of the Association shall be filled by the next Officer in line on the ladder of succession (in the order the offices are enumerated in the first sentence of Section 1 of this Article) at the next meeting, special or regular, of the Board of Directors. Each Officer below the position in which a vacancy exists shall move up one office on the ladder of succession. The Nominating Committee shall select a candidate for the Vice-President Secretary and upon approval of the Board of Directors that person shall serve for the balance of the unexpired term.; However, such candidate so appointed must meet the qualifications of the office being vacated.

SECTION 4

Administrative Officers and Staff: The following Administrative Officers, staff and consultant/professionals may be employed by the Board of Directors at such rate of compensation that said Board deems fair and proper under the following guidelines:

1. An Executive Vice-President (Executive Officer), hired by the President with the advice and consent of the Board of Directors, shall serve as the chief administrative head of the Association and shall be the official representative for the Association in the absence of an elected Officer. He/she shall keep the Officers, Board of Directors and general membership informed of business trends, labor conditions and legislation that affects the business of the membership. He/she shall further study and make recommendations that would benefit the Association and or the business of its members. He/she shall manage the Association office and perform all other duties usual to such office. He/she may be bonded at the expense of the Association, in such amount as may be decided by the Board of Directors. No public policy action by the Executive Vice-President shall be binding upon the Association without the approval of the Board of Directors and/or the President. The Executive Vice-President shall also act as Assistant Secretary, in the absence of the Vice-President Secretary and members of the Executive Committee, when directed by the President or the Board of Directors.

2. Assistant secretaries, as shall be designated from time to time by the Board of Directors, who may perform the duties of the Executive Vice-President in his/her absence and perform such other duties as designated by the President or Board of Directors.
3. Office staff, such as maybe needed for the proper carrying on of the affairs of the Association, as designated by the Board of Directors. All members of the staff shall be hired by, and shall be accountable to the Executive Vice-President, who shall, in the best interests of the Association, using his/her best judgment, remove any staff member.
4. A general counsel who shall be appointed by the President, with the advice and consent of the Executive Committee, who shall be an attorney-at-law, licensed to practice in the State of New Jersey and who shall advise the Officers, directors and committees of the Association in legal matters.
5. An auditor who shall be appointed by the President, with the advice and consent of the Executive Committee, who shall be a certified public accountant licensed to practice in the State of New Jersey and who shall examine the books and records of the Association, at least once a year, or as often as he/she may be directed to do so by the Executive Committee of the Association.
6. The general counsel, auditor and other professional personnel shall be accountable to the President, the Executive Committee and the Board of Directors within the policy of the Association.
7. The salaries of the Executive Vice-President and staff shall be reviewed by the Executive Committee upon the recommendation of the Budget Committee. There shall be at least one performance review of the Executive Vice-President per year which shall be performed under the direction of the Executive Committee. Such evaluation team may include the past and current President and First Vice President.
8. Only the Board of Directors shall have the authority to remove the Executive Vice-President. Said removal can be done at a regularly scheduled Board of Directors meeting at which there is a quorum as defined in these By-laws. If it is determined that it is in the best interest of the Association for a prompt removal of the Executive Vice-President, the President will call for an emergency Board of Directors meeting for such purpose, said meeting must have a quorum before a vote can be taken.

ARTICLE XII: VOTING, PROXIES AND QUORUMS

SECTION 1

The voting privileges of members shall be as follows:

1. At meetings of the membership, all members in good standing shall have the right to cast one vote on all issues attributable to the membership.
2. At meetings of the Board of Directors, only members of the Board shall have the right to vote. The immediate Past President, the Executive Committee, the Executive Vice-President shall be ex-officio Members of the Board of Directors with full voting privileges except the Executive Vice-President and President shall not vote, provided, however, that the President may vote where the yeas and nays on any matter are equal, or where the vote would be required to achieve a super-majority vote of the Board as required under these By-laws.

SECTION 2

Voting by proxy shall not be permitted at either the Board of Director meetings or the General Membership meetings.

SECTION 3

A majority vote on any measure will be determined as follows:

1. Action at any meeting of the membership shall be determined by majority vote of the members present provided there is a quorum.
2. Action at any meeting of the Board of Directors shall, except where these By-laws provide for a super- majority vote, be determined by majority vote of the members of the Board of Directors present provided there is a quorum.

SECTION 4

A quorum present at any meeting shall be determined as follows:

1. A quorum of the general membership meeting shall consist of not less than ten (10) Builder members in good standing.
2. A quorum of membership of Board of Directors shall consist of not less than nine (9) members.
3. A quorum for any committee, if not otherwise designated, shall consist of those members of the committee present, provided proper notice of the meeting has been given.

ARTICLE XIII: NOMINATIONS AND ELECTIONS

SECTION 1

Role of the Nominating Committee: The Nominating Committee shall be responsible for identifying, evaluating, and nominating qualified candidates for Officer and Director positions of the Association. The Committee shall ensure that nominees demonstrate leadership ability, integrity, commitment to the Association, and the capacity to fulfill the duties of the office.

SECTION 2

1. Nominating Committee**:** The Nominating Committee shall consist of seven (7) Members in good standing: four (4) Past Presidents, two (2) past Associate Affairs Vice-Presidents, and the immediate Past President, who shall serve as Chair. If the immediate Past President is unable to serve, the most recent Past President able to serve shall act as Chair.
2. The Committee shall also include two (2) designated alternates: one (1) Past President and one (1) past Associate Affairs Vice-President.
3. All members of the Nominating Committee must remain Members in good standing for the duration of the committee process.
4. The Committee shall be responsible for recruiting, vetting, interviewing, and nominating candidates in accordance with Article XIII of these By-laws.
5. The Nominating Committee Chair shall replace any committee member who fails to participate in meetings or fulfill assigned duties with one of the designated alternates. Committee members must attend at least seventy-five percent (75%) of scheduled interviews and committee meetings.

SECTION 3

Eligibility for Nomination: To be eligible for nomination as an Officer or Director, a candidate must:

Be a Member in good standing for at least twelve (12) consecutive months prior to nomination.

1. Be current in all financial obligations to the Association.
2. Have served on a Metro committee, council, or the Board of Directors within the preceding three (3) years, unless waived by a two-thirds (2/3) vote of the Nominating Committee for exceptional circumstances.
3. Not be subject to pending disciplinary action.
4. Affirm their willingness and ability to fulfill the duties and time commitments of the office.

Service as an Officer or Director is a fiduciary leadership responsibility and not a right of membership.

SECTION 4

Election Timeline

1. January: Identification and confirmation of the Nominating Committee
2. May 1- June 30: Call for candidates issued to the membership
3. July - August: Candidate interviews and evaluation conducted by the Nominating Committee
4. September 1: Submission of the proposed slate to the Board of Directors for review and approval
5. November: Distribution of the approved slate to the membership and election held at the Annual Meeting

SECTION 5

Nominations: Nominations for Officer and Director positions shall be accepted only during the official call for candidates' period as established in the election timeline.

No additional nominations shall be accepted after the close of the call for candidates.

SECTION 6

Nominating Process:

1. Solicit recommendations and expressions of interest from the membership;
2. Review prior Association service, leadership performance, and meeting attendance;
3. Conduct interviews with prospective candidates;
4. Evaluate each candidate's commitment to the mission and objectives of the Association;
5. Confirm eligibility requirements; and
6. Consider balanced representation of Builder/Remodeler and Associate members consistent with Board composition requirements in accordance with Article X.

The Committee shall prepare a slate containing one (1) nominee for each office and directorship to be filled where practicable, taking into consideration each nominee's current involvement with the Board or Executive Committee.

Prior to presenting the proposed slate to the Board of Directors, the Chair of the Nominating Committee shall inform each interviewed candidate of the Committee's decision.

SECTION 7

Nominating Committee Conflict of Interest

Any member of the Nominating Committee who:

1. Is a candidate;
2. Is employed by or employs a candidate;
3. Has a direct financial relationship with a candidate; or
4. Is an immediate family member of a candidate

Shall recuse themselves from the Nominating Committee for the duration of the nomination process.

The Nominating Committee Chair shall appoint a replacement from the designated alternates to serve for the remainder of the process.

SECTION 8

Report of the Nominating Committee**:** The Nominating Committee shall submit its slate in writing to the Board of Directors at least sixty (60) days prior to the Annual Meeting.

Upon Board approval, the slate shall be distributed to the general membership at least five (5) days prior to the Annual Meeting.

SECTION 9

Election Procedures:

1. If no additional nominations are made during the designated call for candidates period, acceptance of the Nominating Committee report by the membership shall constitute election.
2. If the Board of Directors does not approve the proposed slate submitted by the Nominating Committee, the Board shall return the slate to the Nominating Committee with written feedback outlining its concerns.
3. The Board of Directors shall not have the authority to alter individual nominations but may accept or reject the slate in its entirety.
4. The Nominating Committee shall reconsider the slate in light of the Board's feedback and may revise the proposed slate or reaffirm the original slate.
5. The revised or reaffirmed slate shall be resubmitted to the Board of Directors for final consideration. If the Board of Directors approves the proposed slate, the slate shall be deemed final and shall be presented to the membership in accordance with these bylaws.
6. If the Board of Directors does not approve the proposed slate again, the Board shall return the slate to the Nominating Committee and the above procedures will **be followed again, until a slate has been approved according to these bylaws.**

ARTICLE XIV: COMMITTEES

SECTION 1

STANDING COMMITTEES

There shall be the following standing committees of the Association:

1. The Executive Committee shall consist of the President, First Vice President, Vice President Secretary, Vice President Treasurer, First Vice President of Associate Affairs, Second Vice President of Associate Affairs, and the Immediate Past President.
    a. The Executive Committee shall meet upon the call of the President, the Board of Directors, or any three (3) members thereof.
    b. The President shall serve as Chair of the Executive Committee.
    c. The Executive Committee may act on behalf of the Board of Directors between meetings of the Board only on matters specifically delegated to it by the Board of Directors or requiring timely action.
    d. The Executive Committee shall not have authority to:
        i. Amend the Certificate of Incorporation or these Bylaws;
        ii. Elect or remove Directors or Officers except as expressly authorized elsewhere in these Bylaws;
        iii. Approve mergers, dissolution, legal action or the sale of substantially all Association assets;
        iv. Adopt or materially amend the annual budget;
        v. Take any action reserved by law, these Bylaws, or the membership to the Board of Directors or members.
        vi. All actions taken by the Executive Committee shall be reported to the Board of Directors at its next regular meeting.
2. The Membership Committee shall meet upon the call of its Chair.
    a. The President shall appoint the Chair, and a member of the board of directors shall serve as co-chair.
    b. The Committee shall investigate applications for membership, review qualifications for membership, and make recommendations to the Board of Directors regarding admission, retention, or termination of membership as provided in these Bylaws.
3. Finance and Budget Committee

a. The Vice President Treasurer shall serve as Chair of the Finance and Budget Committee.
b. The Committee shall prepare and recommend an annual operating budget, review the financial condition of the Association, and make recommendations concerning financial policies and fiscal planning.
c. The Committee shall provide a written report and proposed budget to the Board of Directors not less than two (2) weeks before the meeting at which the budget is to be considered.
d. Final approval of the budget shall remain the responsibility of the Board of Directors

4. Nominating Committee
   a. The Nominating Committee shall conduct itself in accordance with bylaws, Article XIII.
5. Legislative Committee
   a. The President shall appoint the Chair, who shall also serve as the Association's representative to the appropriate State Legislative Committee.
   b. The Committee shall monitor, review, and recommend positions concerning legislation, regulations, and governmental actions affecting the building industry and the Association.
6. Bylaws Committee
   a. The President shall appoint the Chair, who shall also serve as the Association's representative to the appropriate State Constitution and Bylaws Committee.
   b. The Committee shall review these Bylaws on a continuing basis and recommend revisions necessary to maintain compliance with applicable law, governing documents, and Association needs.
7. Professional Standards Committee
   a. The Professional Standard Committee shall conduct itself in accordance with bylaws, Article IV.

SECTION 2

TRADE COUNCILS AND OTHER COMMITTEES

1. Trade Councils
   a. The Board of Directors, from time to time, may establish trade councils which it feels will further serve the needs and benefit the membership. The chairs of the Councils shall be appointed by the President
2. Other Committees
   a. There shall be such other committees as designated by the Board of Directors, the Executive Committee or the President, the chairman of which shall be appointed by the President. The President and/or Board of Directors may alter the assignments to the foregoing committees as they deem necessary.

SECTION 3

COMMITTEE MEETINGS

1. The date, time, location, and format of committee meetings shall be determined by the Committee Chair.
2. Meetings may be conducted in person, electronically, or through any communications technology that permits all participants to simultaneously hear and communicate with one another.
3. Reasonable notice of committee meetings shall be provided to committee members.

SECTION 4

COMMITTEE PROCEDURES

Unless otherwise provided in these Bylaws:

1. A majority of the voting members of a committee shall constitute a quorum.
2. Committee action shall require a majority vote of those present and voting at a meeting at which a quorum is present.
3. Committees shall report recommendations to the Board of Directors for final action unless specific authority has been delegated by the Board.

4. Any action permitted to be taken at a committee meeting may be taken without a meeting if all committee members consent in writing or by electronic transmission.
5. No committee shall take action inconsistent with applicable law, the Certificate of Incorporation, these Bylaws, policies adopted by the Board of Directors, or directives of the Board of Directors.

SECTION 5

APPOINTMENTS, VACANCIES, AND REMOVAL

Unless otherwise provided in these Bylaws:

1. Committee Chairs shall be appointed by the President.
2. Committee members shall serve until their successors are appointed or until their earlier resignation, removal, or loss of membership in good standing.
3. The President, with approval of the Board of Directors, may remove any committee member or committee Chair whenever such action is deemed to be in the best interests of the Association

ARTICLE XV: FINANCE

SECTION 1

Dues and other monies collected by the Association shall be placed in depositories selected by the Board of Directors and payments from the funds of the Association shall be made on the signature of two (2) of the following: President, Secretary, Treasurer or Executive Vice-President. However, the Executive Vice-President may sign checks alone with a limit of: (i) in the case of checks drawn to the order of NAHB or NJBA, $10,000; and (ii) with respect to all other checks, $5,000.00, provided the expenditure is reflected in the approved budget of the Association. The Executive Vice-President nor any Officer shall have the right to transfer funds from the Association's investment accounts (ie. CD, Savings Account, etc.) to the regular checking accounts without obtaining approval from the majority of the Executive Committee. Said approval can be done either at an Executive Committee Meeting or by email notice to the full Executive Committee by the Executive Vice- President and approval by majority of the Executive Committee by email response.

SECTION 2

The Association shall be self-sustaining and derive its budget requirements entirely from membership dues and other sources approved by the Board of Directors. The Board of Directors shall adopt a budget for each calendar year based upon the recommendations of the Budget and Finance Committee, and the Association shall function within the limits imposed by such budget. Any expenditure in excess of such budget must be authorized by the Board of Directors.

SECTION 3

There shall be an audit of the finances of the Association by an independent Certified Public Accountant if directed by the Board of Directors. Such audit together with the report of the Treasurer shall be submitted to the Board of Directors as directed by it. The Association shall use its funds only to accomplish the objectives and purposes specified in the By-Laws and no part of said funds shall be distributed to members of the Association.

ARTICLE XVI: AMENDMENTS

These By-laws may be amended, with the approval of the Board of Directors, at any meeting of the Association by a two-thirds (2/3) vote of the members present, provided that not less than (30) days notice of the substance of any proposed amendment shall have been (mailed, faxed or emailed) circulated to each active member.

ARTICLE XVII: DISSOLUTION

On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, and philanthropic or trade organizations created for the benefit of the building industry to be selected by the Board of Directors. The Association shall use its funds only to accomplish the objectives and purposes specified in the By-laws and no part of said funds shall be distributed to members of the Association.

ARTICLE XVIII: INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

SECTION 1

As used in this Article:

A "Corporate agent" means any person who is or was a director, Officer, employee or agent of the indemnifying Association or of any constituent corporation absorbed by the indemnifying Association in a consolidation or merger and any person who is or was a trustee, Officer, employee or agent of any other enterprise, serving as such at the request of the indemnifying Association, or of the constituent corporation, or the legal representative of the director, Officer, employee or agent.

B "Other enterprise" means any domestic corporation, foreign corporation, or corporate business entity, other than the indemnifying Association or any employee benefit plan or trust;

C "Expenses" means reasonable costs, disbursements and counsel fees;

D "Liabilities" means amounts paid or incurred in satisfaction of settlements, judgments, fines and penalties; and

E "Proceeding" means any pending, threatened or completed civil, criminal, administrative or arbitration actions, suit or proceeding, and any appeal therein and any inquiry or investigation which could lead to the action, suit or proceeding.

SECTION 2

The Association shall indemnify a corporate agent against the agent's expenses and liabilities in connection with any proceeding involving the corporate agent because the agent is or was a corporate agent, other than a proceeding by or in the right of the Association, if:

A The corporate agent acted in good faith and in a manner which the agent reasonably believed to be in or not opposed to the best interests of the Association; and

B With respect to any criminal proceeding, the Association had no reasonable cause to believe the conduct was unlawful.

The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the corporate agent did not meet the applicable standards of conduct set forth in paragraphs (1) and (2) of this section.

SECTION 3

The Association shall indemnify a corporate agent against the agent's expenses in connection with any proceeding by or in the right of the Association to procure a judgment in its favor which involves the corporate agent by reason of being or having been the corporate agent, if the agent acted in good faith and in a manner which the agent reasonably believed to be in or not

opposed to the best interests of the Association. However, in the proceeding no indemnification shall be provided with respect to any claim, issue or matter as to which the corporate agent was liable to the Association, unless

and only to the extent that the Superior Court or the court in which the proceeding was brought shall determine upon application that despite the adjudication of liability, but in view of all circumstances of the case, the corporate agent is fairly and reasonable entitled to indemnity for those expenses as the Superior Court or the other court shall deem proper.

SECTION 4

The Association shall indemnify a corporate agent against expenses to the extent that the corporate agent has been successful on the merits or otherwise in any proceeding referred to in section 2 and 3 of this Article or in defense of any claim, issue or matter therein.

SECTION 5

Any indemnification under section 2 of this Article, and unless ordered by a court, under section 3 of this Article, may be made by the Association only as authorized in a specific case upon a determination that indemnification is proper in the circumstances because the corporate agent met the applicable standard of conduct set forth in section 2 or 3. The determination shall be made:

A By the Board of directors or committee thereof at a meeting at which is present a quorum determined without including directors who were parties to or otherwise involved in the proceeding, acting by a majority vote of directors who were not parties to or otherwise involved in the proceeding;
B If the quorum is not obtainable, or, even if obtainable at the quorum of the Board of directors or committee by a majority vote of the disinterested directors directs, by independent legal counsel, in a written opinion, the counsel to be designated by the Board of directors; or
C By the members, the Board of directors so directs by resolution.

SECTION 6

Expenses incurred by a corporate agent in connection with a proceeding may be paid by the Association in advance of the final disposition of the proceeding as authorized by the Board of directors upon receipt of an undertaking by or on behalf of the corporate agent to repay the amount unless it shall ultimately be determined that the agent is entitled to be indemnified as provided in this Article.

SECTION 7

The Association shall have the power to purchase and maintain insurance on behalf of any corporate agent against any expense incurred in any proceeding and any liabilities asserted by reason of the agent's being or having been a corporate agent, whether or not the Association would have the power to indemnify the agent against those expenses and liabilities under the provisions of this Article.

SECTION 8

Except as required by Section 4 of this Article, no indemnification shall be made or expenses advanced by the Association under this Article, if that action would be inconsistent with the provision of the Certificate of Incorporation, a provision of these By-laws, a resolution of the Board of Directors or of the members, an agreement or other proper corporate action in effect at the time of the accrual of the alleged cause of action asserted in the proceeding, which prohibits, limits or otherwise

conditions the exercise of indemnification powers by the Association or the rights of the indemnification to which a corporate agent may be entitled.

ARTICLE XIX: NON-DISCLOSURE AND/OR CONFIDENTIALITY STATEMENTS

No Members, Executive Officers, Directors or employees including the Executive Vice-President have the authority to sign a Non-Disclosure and/or Confidentiality Statement that would be binding on this Association, without first obtaining approval from the Board of Directors.

ARTICLE XX

Except where explicitly provided for herein; Robert's Rules of Order, Latest Revised Edition shall govern the parliamentary procedure of the meetings of the Association provided by these By-laws. The immediate Past President shall serve as Parliamentarian. If the immediate Past President cannot serve the Parliamentarian shall be chosen by the President. The Board may, by majority vote, suspend all or any part of Robert's Rules of Order for a particular meeting. The decision of the Parliamentarian with respect to any point of order or other dispute under Robert's Rules of Order shall be final and binding.

Latest Revised By-Laws:

Approved by Membership on October 22, 2026