

BYLAWS
OF
HOME BUILDERS ASSOCIATION OF CRAVEN AND PAMLICO COUNTIES, INC.
Effective: March 10, 2015

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BYLAWS
OF
HOME BUILDERS ASSOCIATION OF CRAVEN AND PAMLICO COUNTIES, INC.

ARTICLE I

Name, Location, Affiliation and Purpose

Section 1. Name. The name of the association shall be Home Builders Association of Craven and Pamlico Counties, Inc.

Section 2. Location. The principal office of this Association shall be located at New Bern, North Carolina, or such other place as the Board of Directors may from time to time designate.

Section 3. Affiliation. This Association is and shall be an Affiliated Association of the National Association of Home Builders of the United States (NAHB) and the North Carolina Home Builders Association (NCHBA) and shall abide by their respective bylaws.

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

Section 5. Purpose. The purpose of this Association shall be:

1. To associate builders within its jurisdiction for the purpose of mutual advantage and cooperation.
2. To collaborate with all fields related to the residential building industry within the Association's jurisdiction for the benefit of the industry as a whole.
3. To comply with all laws, federal, state and local.
4. To assist in the accomplishment of the mutual objectives of the National Association of Home Builders (of the United States) and the North Carolina Home Builders Association.
5. To operate without profit and no part of the income of the Association shall enure to the benefit of any individual member.

ARTICLE II

Membership

Section 1. Classes of Membership. There shall be three (3) classes of membership designated as "builder members", "associate members" and "affiliate members". A "builder member" shall be a person, firm, partnership, company or association directly engaged in the construction of homes and be individually licensed as a General Contractor by the State of North Carolina. An "associate member" shall be a person, partnership, firm, company or association

engaged or involved in a business, area or profession indirectly involved, related to, or assisting the home building industry itself. An "affiliate member" shall be any full-time employee of a firm represented by an active "builder" or "associate" member of this association. The Board of Directors shall determine which class a prospective member will fall within.

Section 2. Requirements for Membership. The association shall be open to any persons, partnerships, firms, companies, or associations directly or indirectly engaged in the construction of homes, or involved in or assisting the home building industry itself. All prospective members shall submit written and signed applications on forms approved by the Board of Directors to the Executive Officer of the association. Such application shall be accompanied by payment of the annual dues in the amount established from time to time by the Board of Directors of this association. Upon approval by the Board of Directors the application and payment of the annual dues, the applicant shall become a member of the association and shall be also members of the NAHB and NCHBA entitled to the full benefits, services and privileges of both organizations for as long as membership with this association is maintained.

Section 3. Voting Rights. A member in good standing in any class of membership shall be entitled to one vote on each matter submitted to a vote of the members, including the election of directors and officers of the association.

Section 4. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds (2/3) of all the members of the board, may suspend or expel a member for cause after an appropriate hearing, and by majority vote of those present at any regularly constituted meeting, may suspend or expel any member who shall be in default in the payment of dues for the period fixed hereinafter.

Section 5. Resignation. Any member may resign by filing a written resignation with the Executive Officer.

Section 6. Transfer of Membership. Membership in this association is not transferable or assignable.

ARTICLE III

Meeting of Members

Section 1. Annual Meetings. An annual meeting of the membership of this Association shall be held in November or 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 other matters as may properly come before the general membership.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than 50 percent of the members of the association at the regular meeting place of the association or at such other location as may be designated by the Board of Directors. But if all of the members shall meet at any time and place, either within or without the State of North Carolina and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 3. Monthly Meetings. The Board of Directors shall designate the time, place and location of any regular monthly meetings of the membership, and shall announce said date, time and location to the membership. Other than the regular monthly meeting of the membership, written or printed notices stating the place, date and hour of any other meeting of the members shall be delivered either personally, by mail or electronically to each member entitled to vote at such meeting not less than two (2) days nor more than ten (10) days before the date of such meeting, by or at the direction of the President, the Executive Officer or the officers or persons calling the meeting. In case of a special meeting or when required by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 4. Informal Action Taken by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing setting forth the actions so taken, is signed by all the members entitled to vote with respect to the subject matter thereof.

Section 5. Quorum. Members holding 25 percent of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, the majority of the members present may adjourn the meeting from time to time without further notice.

Section 6. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE IV

Board of Directors

Section 1. General Powers. The affairs of the association shall be managed by its Board of Directors. Directors shall be members of the association.

Section 2. Number, Tenure, Qualifications and Election. The number of directors shall be fifteen (15). Directors shall serve for terms of one (1) year. A nominating committee shall be appointed by the President prior to October 1 of each year. The nominating committee shall, at the October director's meeting, present a slate of nominations for officers and directors for review by the Board. The slate of nominations, as approved by the directors, shall be presented to the members at the November membership meeting. Additional nominations for officer and director may be made by the members at that meeting. Election of the officers and directors shall take place at the annual meeting.

Section 3. Annual Meeting. The annual meeting of the Board of Directors shall be held during December of each year at a time, place and date to be determined by the President. Notice shall be given at least two (2) days in advance of the meeting.

Section 4. Regular Monthly Meetings. The Board of Directors may provide by resolution the time and place for regular monthly meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the association in the absence of any designation in the resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors and shall be held at the principal office of the association or at such other place as the directors may determine.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or electronically to each director at his address as shown by the records of the association. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice at such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice at such meeting, unless specifically required by law or by these bylaws.

Section 7. Quorum. The majority of the Board of Directors [eight (8) directors] shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at any meeting, the majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Board Decisions. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 9. Removal. Directors may be removed from office with or without cause by the vote of a majority of the members entitled to vote in an election of directors. If any directors are so removed, new directors may be elected at the same or any subsequent meeting of the members.

Section 10. Vacancies. Any vacancies occurring in the Board of Directors shall be filled by the Board of Directors and a director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office. A vacancy may be declared by the Board of Directors with regard to any regular or alternate member if such member misses two (2) Board of Director meetings within a calendar year without first notifying the presiding officer of the Board of Directors, or if a member misses a total of four meetings in any one calendar year regardless of whether the Executive Officer has been so notified.

Section 11. Compensation. Directors shall not receive any stated salaries or compensation for their services as a director, but by resolution of the Board of Directors, directors may be authorized to receive reimbursement for any expenses incurred by the directors in conducting association business.

Section 12. 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. The selection shall be made only from among the Builder membership.

ARTICLE V

Officers

Section 1. Officers. The primary officers of the association shall be a President, one or more Vice Presidents (the number thereof to be determined by resolution of the Board of Directors), a treasurer, and an Executive Officer. In addition to these primary officers, the Board of Directors may appoint such secondary officers, including one or more assistant treasurers, as it shall deem necessary, and such secondary officers shall have authority and perform duties as prescribed by the Board of Directors. Any two (2) or more offices may be held by one person, except the office of President.

Section 2. Election and Term of Office. The primary officers of the association shall be elected by the membership at the annual meeting. The nomination process for primary officers shall be as described in Article IV, Section 2. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until his successor has been duly elected and qualified. All offices, both primary and secondary, may be held by any Builder or Associate class of member.

Section 3. Removal. A primary officer may be removed only by vote of two-thirds (2/3) of the members voting at a duly constituted meeting of the membership. Secondary officers may be removed by the Board of Directors at its discretion.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives by the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in non-profit associations having the same or similar general purposes and objectives as this association.

ARTICLE VI

Committees

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one (1) or more committees each of which will consist of one (1) or more directors, which committees, to the extent provided in such resolution, shall have exercise the authority of the Board of Directors and the management of the association; by the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him.

Section 2. Membership Committee. The Board of Directors may, by resolution, designate a membership committee consisting of one (1) or more directors and two (2) or more members. The membership committee shall have as its duties and functions the recruitment of members for the association and such other duties and functions as may be designated by the Board of Directors.

Section 3. Other Committees. Other committees having or exercising the authority of the Board of Directors in the management of the association may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of such committee shall be members of the association. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the association shall be served by such removal.

ARTICLE VII

Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the association, in addition to the officers so 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 may be confined to specific instances.

Section 2. Checks, Drafts or Orders. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the association, shall be signed by such officer or officers, agent or agents of the association, and in such manner as shall from time to time be determined by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the President or Vice-President of the association.

Section 3. Deposits. All funds of the association shall be deposited from in a timely manner to the credit of the association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the association any contribution, gift, bequest or devise for any purpose of the association.

ARTICLE VIII

Books and Records

The association shall keep correct and complete books and records of account and shall also keep minutes of the Board of Directors, committees having and exercising any of the authority of the Board of Directors, and the membership committee, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and

records of the association may be inspected by any member, or the member's agent or attorney for any proper purpose at any reasonable time.

Records of General Membership Meetings

The association shall keep correct and complete records of each monthly membership meeting regarding location, business, sponsors, meals and attendance. This information shall become part of the Board of Directors following monthly meeting minutes and or old business review.

ARTICLE IX

Fiscal Year

Section 1. Time Period. The fiscal year of the association shall begin on the 1st day of January in each year and end at midnight on the 31st day of December of the same year.

Section 2. Budget. The Board of Directors shall adopt a budget for each fiscal year, and this Association shall function within the total of such budget. Any expenditure in excess of an approved budget must be authorized by the Board of Directors.

ARTICLE X

Dues

Section 1. Annual Dues. The Board of Directors shall determine from time to time the amount of the annual dues payable to the association by the members of this association and shall give appropriate notice to the members.

Section 2. Payment of Dues. Dues shall be payable within the first thirty (30) days after billing therefore. A new member shall pay a full year's dues at the time of membership. Thereafter, said member shall be billed for dues on each anniversary of the membership. Anything above to the contrary notwithstanding, the Board of Directors shall have the authority, upon application, on a case by case basis, and for good cause shown, to allow a member to pay dues over a period of time not to exceed ninety (90) days from billing.

Section 3. Default and Termination of Membership. When a member is in default in payment of dues for a period of sixty (60) days from the beginning of a period for which such dues became payable, membership may thereupon be terminated by the Board of Directors as provided herein above.

ARTICLE XI

Rules of Procedure

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

ARTICLE XII

Waiver of Notice

Whenever any notice is required to be given under the provisions of Chapter 55A of the North Carolina General Statutes, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

Amendment of Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a vote of two-thirds (2/3) of the members of the Board of Directors, provided notice of intent regarding proposed amendments is given to each Director a minimum of thirty (30) days in advance.

Note 1: Original Charter of the Home Builders Association was accepted by the NAHB in April, 1968.

Note 2: Changes to the Bylaws approved on September 13, 2012.

Note 3: Changes to Section 2, Article V of the Bylaws approved March 10, 2015.