

Dallas Builders Association Bylaws (Updated January 2022)

ARTICLE I – 1.00 – MISSION STATEMENT

The Dallas Builders Association supports all segments of the residential building industry by enhancing members' ability to provide quality, affordable, and sustainable housing through advocacy, education, and community involvement.

ARTICLE II – 2.00 – MEMBERSHIP

Membership in the Association shall be classified into seven (7) primary classifications:

- a. Builder
- b. Associate
- c. Affiliate
- d. Life Member
 1. Builder
 2. Associate
 3. Employee
- e. Honorary
- f. Retired Senior
- g. Benefits Trust Participant

2.01: The Board of Directors may, in its discretion, increase, decrease or modify the classifications and subclassifications of the membership of the Association, as consistent with the Bylaws of the National Association of Home Builders.

2.01.1: The qualifications, requirements, and standards of membership shall be uniform and fairly applied within each classification and sub-classification of membership.

2.02: The Board of Directors shall have the responsibility to accept or reject all applications for membership in the Association, and its authority with respect to this responsibility shall be absolute and final.

2.03: Companies or Partnerships that are Association Members shall appoint their representative to the Association for purposes of exercising the responsibilities and privileges of membership.

2.04: The Association shall take such steps and establish such policies and procedures as may from time to time be deemed advisable or necessary by its Board of Directors, and in setting forth without limitation the qualifications, criteria, and standards of its members with regard to the application for, maintenance, suspension, and termination of the privilege of membership in the Association.

2.05: An applicant for a Builder membership shall be an individual or a company whose owner, or at least one principal thereof, is actively and personally participating in the development of land, or the construction of single-family residences, multifamily housing or commercial structures, or engaged as general or primary contractor in the rebuilding, remodeling, or rehabilitation of residential housing or commercial structures.

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2.05.1: Such applicant shall have acceptable references from at least three (3) suppliers/subcontractors and credit report from at least one (1) lending institution approved by the Board of Directors, and the applicant's qualifications shall be reviewed and approved by the Executive Committee of the Association before presentation to the Board of Directors.

2.06: Associate membership shall be open to any person or entity engaged in any allied trade, industry, or profession that shall meet the approval of the Executive Committee and the Board of Directors.

2.07: Affiliate membership shall be open to any individual who is an employee of a Builder or Associate member of the Association as defined by these bylaws. Affiliate members shall not be eligible to serve on the Board of Directors of the Association, as Chair or Vice-Chair of a Council or Committee, or as President or Vice-President of a Division.

2.08: Life Member: The Board of Directors of the Association may bestow Life Membership upon an individual within the Builder or Associate membership of the Association or a deserving employee of the Association that the Board of Directors deems fit to recognize and to reward for exceptional and outstanding service to the Association. A Life Member shall not be subject to payment of the Dallas BA dues or assessments for the remainder of his/her lifetime. The Association shall not maintain National and State Association dues for such Life Members.

2.08.1: Election of a Life Member shall be by a two-thirds (2/3) affirmative vote of a quorum of the Board of Directors.

2.09: Honorary Member. The Board of Directors may confer Honorary Membership on those who render exceptional and distinguished service to the home building industry, or invaluable aid to the Association in achieving extremely significant goals. The Honorary Membership shall be reserved for entities or individuals in public, non-profit, educational or governmental positions. Such Honorary Members shall be exempt from the payment of any and all initial fees and dues, and shall have no interest in any property of the Association and shall not be entitled to a vote on any matter pertaining to the Association. The Association shall not maintain National and State Association dues for such Honorary Members. Election to Honorary Membership shall require a two-thirds (2/3) affirmative vote of a quorum of the Board of Directors.

2.10: Senior Retired. Members shall be Builder or Associate members who have been members of the Association and are now retired from their occupation. The Board of Directors shall award such membership status based on the length of time as a member of the Association and the age of the member as herein stated:

<u>Age</u>	<u>Years as a Member</u>
65	15
60	20
55	25
50	30

A Senior Retired Member shall have all rights and privileges of Members except for the voting functions that are prescribed by these Bylaws.

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2.11: All applicants for membership in the Association shall abide by these Bylaws, and subscribe to all rules, regulations, policies, and procedures as may be decided and required from time to time by the Board of Directors.

2.12: All members shall pay the financial obligations to the Association that they may incur as a result of their membership.

2.13: Suspension and Termination of Membership. The Board of Directors shall have sole authority to suspend or terminate the membership of any member of the Association, for cause.

2.14: Modification of Member Role or Responsibility. The Board of Directors shall have sole authority to modify the role or responsibility of any member of the Association, for cause. This includes, but is not limited to, the roles and responsibilities of Directors and Officers.

2.15: Renewal and Reinstatement of Membership. Renewal of membership annually in the Association is a privilege automatically extended to all members in good standing. The Board of Directors shall have sole authority to define and apply the meaning of "good standing." Should an applicant for membership (either Builder or Associate) who has been a member previously have a deficit record of financial obligation to the Association, the applicant must either bring the obligation current or petition the Executive Committee for dispensation from the debt. The Executive Committee shall be empowered to rule on such matters.

2.16: Duration of Membership and Resignation. Membership in the Association may terminate by voluntary withdrawal as herein provided, or otherwise in pursuance of these Bylaws. All rights, privileges, and interests of a member in the Association shall cease on the termination of membership in any manner or while the membership is suspended.

2.17: Each Association member in good standing is entitled and authorized to use and display, without alteration and as appropriate to their category of membership, such emblems, logo types, insignia, and materials as are approved by the Board of Directors. Each member is required, and by submission of their application for membership, agrees to discontinue such usage immediately upon ending, suspension, or termination of his/her membership, in ceasing to be a member in good standing of the Association, or as required by policies established by the Board of Directors.

ARTICLE III – 3.00 – BOARD OF DIRECTORS

The affairs of the Association shall be managed by its Board of Directors in accordance with the law, the Association's Articles of Incorporation, and these Bylaws. The Board of Directors shall be composed of:

- a. Six (6) Custom Builder members elected in the annual election of the Association; and
- b. Four (4) At-Large (Builder or Associate) members elected in the annual election of the Association; and
- c. Four (4) Associate Members elected in the annual election of the Association; and

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- d. Three (3) Builder Members who shall be nominated by the President and elected by a majority vote of the members of the Board of Directors;
- e. Three (3) Associate Members nominated by the President and elected by a majority vote of the members of the Board of Directors;
- f. Two At-Large Volume Builders, selected from the Builder Member classification and elected in the annual election of the Association;
- g. One At-Large Land Developer, selected from the Builder Member classification and elected in the annual election of Association;
- h. One At-Large Remodeler, selected from the Builder Member classification and elected in the annual election of the Association;
- i. One At-Large Multifamily Builder, selected from the Builder Member classification and elected in the annual election of the Association; and
- j. Life Directors of the Board of Directors.
- k. The following persons shall be ex-officio members of the Board and entitled to vote so long as they are a Member of the Association in good standing:
 1. The President of each Division and Chair of each Council created by the Board of Directors;
 2. The President, First Vice President, Vice President/Secretary, Associate Vice President and Treasurer of the Association, each of who shall be Director ex-officio of the Board next succeeding the Board from which they were elected; and
 3. No greater than fifteen (15) Chairpersons or Co-Chairpersons of committees or affiliated programs shall be appointed by the President if such persons are not otherwise qualified as a Director under these Bylaws.

3.01: The members serving on the Board of Directors shall be classified in a manner consistent with Article II of these Bylaws or, in the absence of such classification in Article II, by policy adopted by majority vote of the Board of Directors.

3.02: A quorum of the Board of Directors shall consist of not less than one-half (1/2) of its membership, not counting Life Directors. A vote of the majority of those present at any meeting of the Board of Directors at which a quorum is present shall determine the passage of any measure, unless otherwise provided in these Bylaws.

3.03: To fill a vacancy created by the death, resignation, or non-compliance with the attendance requirements set forth in these Bylaws of a Director, the President shall nominate a candidate from the same classification of membership as the vacancy occurred. The Board shall ratify by a majority vote of the members present a successor who shall succeed to the term of the vacating Director.

3.04: The Directors of the Association shall elect, on recommendation of the President, one Builder member of the Association to represent the appropriate number of Builder members of this Association on the Leadership Council of the National Association of Home Builders as is required and authorized by the Bylaws of the National Association of Home Builders and these Bylaws.

3.05: A Builder Member of this Association and an alternate shall be elected by the Directors to

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represent the appropriate number of Builder Members of this Association on the Board of Directors of the Texas Association of Builders as is required and authorized by the Bylaws of the Texas Association of Builders.

3.06: The Board of Directors shall appoint a General Counsel to advise the Board of Directors and Officers in matters related to the interests of the Association. The General Counsel shall be licensed to practice law in the State of Texas. The General Counsel shall participate on the Board in an advisory capacity without voting privileges.

3.07: Powers as the Governing Body: The Board of Directors shall have authority, as governing body of the Association, to supervise, control, and direct the affairs of the Association. The Board of Directors shall determine the Association's policies or changes therein, shall prosecute its purposes and shall have discretion in the disbursement of its funds. The Board of Directors shall by its own action or through its Executive Committee or through such other specifically designated committee provide the necessary and proper funding and establish the dues and assessments for this Association. The Board of Directors shall approve by not later than at its second regular meeting of the fiscal year, a budget of expenditures balanced with appropriate income to support the activities of the Association and to balance with appropriate reserves the budget requirements of the ensuing year. It may adopt such policies for the conduct of its business as it sees fit, and may, in the execution of the powers granted, appoint such agents as it may consider necessary, and authorize the employment of adequate staff and personnel.

3.07.1: The powers and authority of the Board of Directors are limited only as may be specifically stated and reserved elsewhere in these Bylaws, the adoption and amendment of which constitute the exclusive prerogative and powers reserved to the Builder Membership.

3.07.2: The Board of Directors shall be the final authority as to the interpretation of the Bylaws, or any part thereof, which may be in conflict or have an unclear or doubtful meaning.

3.08: The Board of Directors shall meet upon the call of the Nominating Committee immediately following the completion of the annual election of the Association for the purpose of electing Officers, and such other matters as may properly come before such meeting.

3.08.1: The Board of Directors shall meet regularly at least 8 times a year, the schedule of which shall be adopted by the Board at the first regular meeting each year.

3.09: The Board of Directors shall elect all National (NAHB) representatives and alternate National (NAHB) representatives, State (TAB) Association Directors and alternate State (TAB) Directors for a period of service of one year. Said dates of service shall coincide with the dates as established by the respective organization.

3.10: Special meetings of the Board of Directors may be called by the President or upon the request of the Executive Committee, or upon the formal requests in writing of at least five (5) members of the Board of Directors.

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3.11: Notice of the date, hour, and location of regular meetings shall be given to the Directors at least two (2) days in advance thereof.

3.12: Absence from three (3) consecutive regular monthly meetings of the Board without an excused absence may be construed as a resignation on vote of the Directors present at any subsequent regular meeting. Should a Director have as many as four unexcused absences from regular monthly meetings of the Board of Directors during a year, the Director shall not be eligible for nomination as a candidate to serve as Director for the following year.

3.12.1: Excused Absences shall be granted by request by a member of the Board of Directors by application to the Vice President/Secretary one time each year with no reason. If the Director requests subsequent excused absences, the criteria for such excused absence shall be based on the following criteria:

- a. Illness of self or immediate family and/or to attend funeral of immediate family member;
- b. Representation of Dallas BA at TAB, NAHB, or civic events;
- c. Duty to the United States of America, state, or local government entity (military, judicial, or service as elected or appointed official, etc.);
- d. Unscheduled special meetings of religious group (church, temple, etc.); or
- e. By such other reason as may be considered by the Board of Directors.

The Board shall hear and may approve such requests at each meeting of the Board of Directors when the Vice President/Secretary presents such requests.

3.13 Honored Life Directors: The Board of Directors may elect Honored Life Directors upon nomination for the position by the Nominating Committee. The member shall have:

- a. Served as a Director for at least seven (7) years.
- b. Served at least one (1) year as Chair or President of a Committee, Council or Division or in an elected or appointed position in public office.
- c. Met all Board of Directors attendance requirements for at least seven (7) years.
- d. Made extraordinary contributions to the home building industry or the community.
- e. Obtained professional education designation or certification.
- f. Invested in HOME PAC of Greater Dallas for at least seven (7) years.

3.13.1: Past President Life Directors: All Builder Members of the Association who have served as President shall become Life Directors of the Board of Directors upon the successful completion of their term of office.

3.13.2: Life Directors shall be voting members of the Board of Directors as long as they remain members in good standing of the Association.

3.13.3: Life Director attendance at regular meetings of the Board of Directors shall not be necessary for the establishment of a quorum as provided for in Article 3.02. Life Directors shall not be subject to the personal attendance requirements of Article 3.12. Life Directors shall be required to attend four (4) Board of Directors meetings each year in order to retain voting privileges. Revoked voting privileges

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may be reinstated by attending four meetings in any twelve-month period.

ARTICLE IV – 4.00 – OFFICERS

The candidates for the offices of President, First Vice President, and Vice President/Secretary shall be chosen from the Builder classifications of membership and must remain gainfully employed as such for the duration of their term of office. The candidates for the office of Treasurer may be chosen from either Builder Member or Associate Member classifications of membership. Candidates for the office of Associate Vice President shall be chosen from the Associate classifications of membership and must remain gainfully employed as such for the duration of their term of office.

4.01: Qualifications of the President, First Vice President and Vice President/Secretary are that:

- a. Each shall be, and remain during the term of office, a Builder member in good standing and gainfully employed as such.
- b. Each shall maintain his/her primary residence in the geography served by the Dallas BA during the term of office
- c. Each shall not have or receive any felony conviction. Each shall not have or receive a judgment against them for fraud, theft, or other crimes of moral turpitude stemming from the Officer's involvement in the residential construction industry. If occurring during the Officer's term, the aforementioned convictions must be reported to the General Counsel within 10 business days.

4.02: Term of Office. Unless otherwise noted, the President, First Vice President, Vice President/Secretary, and Associate Vice President shall hold office for a term of one (1) year from the date of their installation or at such other time as the Board of Directors may designate. The following officers shall serve in the roles specified in Section 4 of these Bylaws.

4.03: A President. who shall be the Chief Elected Officer of the Association shall preside at all of its meetings and those of the Board of Directors and of the Executive Committee. He/she shall be the official spokesperson of the Association in all matters of public policy and shall perform all such other duties usual and customarily performed by such office. He/she shall nominate three (3) Builder Members and two (2) Associate Members to serve on the Board of Directors, who shall be certified by election through a majority vote of the Board of Directors.

4.03.1: Except as may be provided otherwise in these Bylaws, the President shall establish and appoint Committees. He/she shall appoint Committee Chairs and may appoint any or all members of Committees that he/she establishes. He/she shall be a member, ex-officio, with right to vote on all Committees. He/she shall be responsible for having agendas prepared for meetings of the Executive Committee and Board of Directors.

4.03.2: In matters that are of immediacy, urgency or an emergency, the President may act in what he/she believes to be the interest of the Association until he/she is reasonably able to inform and/or call a meeting of the Executive Committee and/or Board of Directors.

4.04: A First Vice President shall, in the absence of the President or upon his/her direction, perform

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all the duties of the President. The First Vice President shall serve on the Executive Committee. He/she will assume such duties as spelled out in the Association Strategic Plan and as set forth in the Association Policy Manual.

4.04.1: The First Vice President shall be presented by the Nominating Committee to the Board of Directors as a candidate for the office of President at the Organizational Meeting provided for in Article 9.03 so long as he/she meets the qualifications enumerated in these Bylaws and completes the Nominating Committee procedures prescribed in Article 5.02.

4.04.2: The First Vice President shall assume all duties and responsibilities of the office of President, as prescribed by these Bylaws, in the event of the President's death, resignation or other event that results in a vacancy in the office of President.

4.04.3: If the First Vice President is unwilling or unable to complete the term of the vacating President, the Executive Committee shall accept nominations and the Board of Directors shall conduct a special election for a President who will complete the remainder of the vacated term.

4.05: A Vice President/Secretary shall be responsible for keeping a record of all the official proceedings and Minutes of the meetings of the Association and its Board of Directors. He/she shall serve on the Executive Committee and shall assume such duties as spelled out in the Association Strategic Plan and as set forth in the Association Policy Manual.

4.05.1: The Vice President/Secretary shall be presented by the Nominating Committee to the Board of Directors as a candidate for the office of First Vice President at the Organizational Meeting provided for in Article 9.03 so long as he/she meets the qualifications enumerated in these Bylaws and completes the Nominating Committee procedures prescribed in Article 5.02.

4.05.2: The Vice President/Secretary shall perform the duties of the First Vice President in his/her absence or upon his/her direction. The Vice President/Secretary shall perform the duties of the President in his/her absence and the absence of the First Vice President or upon the direction of both the President and First Vice President.

4.05.3: The Vice President/Secretary shall assume all duties and responsibilities of the office of First Vice President, as prescribed by these Bylaws, in the event of the First Vice President's death, resignation or other event that results in a vacancy in the office of First Vice President.

4.05.4: If the Vice President/Secretary is unwilling or unable to complete the term of the vacating First Vice President, the Executive Committee shall accept nominations and the Board of Directors shall conduct a special election for a First Vice President who will complete the remainder of the vacated term.

4.06: A Treasurer, shall be responsible to the Association for an accounting of all monies collected and distributed by the Association and shall render a monthly statement in writing to the Board of Directors. The Treasurer shall serve on the Executive Committee. The Treasurer shall be elected from

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the membership and shall serve a two (2) year term. This individual is not eligible to be elevated to another officer position in the Association until the conclusion of the two (2) year term.

4.07: An Associate Vice President shall be responsible for representing the needs and interests of Associate Members of the Association. He/she shall serve on the Board of Directors and Executive Committee and shall assume such duties as spelled out in the Association Strategic Plan and as set forth in the Association Policy Manual.

4.07.1: The Associate Vice President shall be elected by popular vote of the Associate Members of the Association and shall serve a one (1) year term. This individual is not eligible to be elevated to another officer position in the Association, with the exception of Treasurer, and shall be subject to the background check and qualification requirements enumerated in Section 5.02 of these Bylaws.

4.07.2: In order to be eligible for the office, candidates for Associate Vice President shall have served or be currently serving as President of a Division, elected or appointed member of the Board of Directors for three (3) of the preceding five (5) years, chair of the Education, Communications or Membership Committee, or be a Life Director of the Board of Directors with active voting privileges.

4.08: An Executive Officer, employed by the Board of Directors upon recommendation of the Executive Committee, shall serve as the Chief Executive Officer of the Association. It shall be the duty of the Executive Officer to supervise the staff of the Association, to prepare and maintain an annual record of Association organization and operations, and to perform such duties as may be delegated to him/her by the Board of Directors, the Executive Committee or the President, and all other duties usually and customarily performed by such office. The Executive Officer shall be empowered to employ adequate staff to carry on the business of the Association as authorized by the Board of Directors.

ARTICLE V – 5.00 – COMMITTEES

The Board of Directors of the Association shall authorize the following Committees, as soon after the organizational meeting of the Board following the Annual Election as is possible:

5.01: An Executive Committee, composed of members of the Board of Directors, which shall consist, at a minimum, of the President, the First Vice President, the Vice President/Secretary, the Treasurer, the Immediate Past President, a Builder member appointed by the President, an Associate member appointed by the President, the Chair of the HOMEPAC of Greater Dallas, the Chair of the Membership Committee, and the Chair of the Education Committee. The voting members of the Committee shall not exceed a total of fourteen (14). The Committee shall conduct affairs of the Association in accordance with the Bylaws, policies, and instructions of the Board of Directors. It shall be the policy, steering and finance committee of the Association and shall be responsible for recommending a budget for financing the Association, and for all matters of policy and public statement, subject to the approval of the Board of Directors. It shall be the responsibility of the Executive Committee to review and approve all applications for membership and for changes in the classification category of the Association membership, prior to presentation to the Board of Directors.

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5.01.1: The General Counsel, appointed by the Board of Directors, shall be an Ex-Officio member of the Executive Committee. However, the General Counsel shall serve in an advisory capacity without voting privileges.

5.01.2: It shall be the responsibility of the Executive Committee to recommend such actions as may be deemed proper and necessary to the Board of Directors. The Executive Committee may exercise the powers of the Board of Directors when the Board of Directors is not in session, reporting to the Board of Directors no later than its next succeeding meeting any actions taken.

5.01.3: The Executive Committee, subject to any authority or direction as may be exercised by the Board of Directors, may advise and instruct the Executive Officer in all matters of his/her duties and responsibility, and shall establish and approve his/her rate of compensation and of all other staff officers and personnel, within the limitations of the annual budget.

5.01.4: A meeting of the Executive Committee may be called by the President or by written notice signed by four (4) of its members. Any five (5) members of the Executive Committee including the President, or in his/her absence, the First Vice President, who shall preside, shall constitute a quorum. In matters of immediacy or urgency, a majority of the Executive Committee by mail, telephone or other means of communication may approve actions if such method is proposed by the President in lieu of an actual meeting of the Committee.

5.01.5: The Executive Officer shall serve as Secretary to the Executive Committee.

5.01.6: The President may dismiss a member appointed to the Executive Committee by the President for cause.

5.02: A Nominating Committee shall convene at least thirty (30) days in advance of the Organizational Meeting of the Board of Directors. The Associate Vice President, immediate Past President, the second immediate Past President, and current President, shall be four (4) of the seven (7) members of this Committee. The second immediate Past President shall serve as Chair and shall appoint three (3) Builder members, in good standing, to serve on the committee. For purposes of this article, Past President and second immediate Past President shall be active members in good standing and the last two members to have served and completed their term of office as President.

5.02.1: The General Counsel, appointed by the Board of Directors, shall be an Ex-Officio member of the Nominating Committee. However, the General Counsel shall do so in an advisory capacity without voting privileges.

5.02.2: The Nominating Committee shall evaluate the qualifications of candidate(s) for the offices of President, First Vice President, Vice President/Secretary, and Associate Vice President to ensure they are consistent with those identified in these Bylaws. This evaluation shall include conducting annual criminal background checks of candidates for each office at the expense of the Association and under the advice of the General Counsel.

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5.02.3: But for vehicular moving violations (parking citations, speeding tickets, etc.), convictions or judgments that do not automatically disqualify the candidate under Article 4.01 (C) may, if so recommended by the Nominating Committee, be disclosed to membership of the Association that is eligible to vote for the office the candidate is seeking. The method and manner for this disclosure shall be conducted under the advisement of the General Counsel.

5.03: A Membership Committee shall be composed of members in good standing and shall meet upon call of the Chair. One-half (1/2) of the members shall constitute a quorum. This Committee shall be responsible for development and retention of membership.

5.04: A Government Relations Committee shall be composed of members in good standing appointed by each Division and shall meet upon call of the Chair. The Committee shall provide policy recommendations to the Board of Directors and direction to staff and Association members in the broad area of Government Affairs.

5.05: Other Committees. The Association shall have the number of Standing Committees, Special Committees, and Task Forces necessary to carry on the business of the Association in an orderly, timely, adequate, and efficient manner. Except as established by these Bylaws, such Committees shall be established each fiscal year by the President or the Executive Committee or the Board of Directors, and shall exist at the pleasure of or for such term as may be determined by the establishing authority. The establishing authority may appoint the chair of the committee it establishes. Members of Committees shall be composed of Builder Members, Associate Members and any designated representatives from companies that are affiliated through membership subscription with the Association. Designated Representatives of the Association shall be gainfully employed by the member or shall maintain ownership in the member company.

5.05.1: Standing Committees shall investigate, study, and make recommendations to the Executive Committee and Board of Directors concerning new, continuing, or recurring matters relating to the purposes or business of the Association or undertake such duties as may be directed and assigned to their respective jurisdictions.

5.05.2: Special Committees and/or Task Forces shall investigate, study, and make recommendations to the Executive Committee and the Board of Directors concerning new, immediate, special problem or project type, or non-recurring matters relating to the purposes or business of the Association, or undertake such duties as may be directed and assigned to their respective jurisdictions.

5.05.3: Should the President not appoint all members of Standing Committees, Special Committees, and Task Forces, then the respective Chair shall appoint such members of their Committees, subject to the approval of the President.

ARTICLE VI – 6.00 – DIVISIONS AND COUNCILS OF THE ASSOCIATION

The Board of Directors, in order to meet the needs of and to serve the members of the Association, is

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empowered to authorize the creation of Divisions and Councils within the jurisdiction of the Association, as follows:

- a. **Divisions** that represent the Association and the interest of its members within the bounds of one (1) or more local government areas, such as a municipality or related municipalities, shall annually elect Officers and a Board of Directors with no less than seven (7) members and shall prepare an annual operating budget to be submitted to the Executive Committee of the Association at such times as established by the Board. Each Division shall present a meeting of the members at least once each quarter. Failure by a Board of Directors of a Division to annually conduct an election or to prepare an annual operating budget shall cause the Division to cease to function as an operating unit of the Dallas BA.
- b. **Councils** that serve members' particular business interests shall annually elect Officers and a Board of Directors with no less than seven (7) members and shall prepare an annual operating budget to be submitted to the Executive Committee of the Association at such times as established by the Board. Each Council shall schedule and present a meeting of the members at least once each quarter. Failure by a Board of Directors of a Council to annually conduct an election or to prepare an annual operating budget shall cause the Council to cease to function as an operating unit of the Dallas BA.

6.01: The President of each Division shall serve on the Board of Directors of the Association as an ex-officio member at an official meeting and to participate and vote in an official action of the Board. The Vice President of each Division may serve as a proxy if notice of such authorization is provided, in writing, to the Association's Vice President/Secretary prior to the meeting being called to order. In such cases, the Division President's absence remains subject to the requirements of Article 3.12 of these Bylaws.

6.02: The President of each Division shall advise the Board of Directors of matters affecting the welfare of the residential building industry, which arise within the jurisdiction of his/her respective Division, and shall be prepared to report to the Board of the status of his/her Division, and current conditions of organization and membership. The President of each Division shall appoint a member of that Division to serve on the Association's Government Relations Committee.

6.03: The Chair of each Council shall serve on the Board of Directors of the Association as an ex-officio member at an official meeting and to participate and vote in an official action of the Board. The Vice Chair of each Council may serve as a proxy if notice of such authorization is provided, in writing, to the Association's Vice President/Secretary prior to the meeting being called to order. In such cases, the Council Chair's absence remains subject to the requirements of Article 3.12 of these Bylaws.

6.04: The Chair of each Council shall advise the Board of Directors of matters affecting the welfare of the residential building industry, which arise within the jurisdiction of his/her respective Council, and shall be prepared to report to the Board of the status of his/her Council, and current conditions of organization and membership.

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6.05: The Chief Officers or Chairs of such other subsidiaries or components shall be prepared to report to the Board of the status and affairs of their organizations and, upon invitation of the Board may participate in discussions of the Board of matters relating to their organizations or actions.

6.06: Divisions, Councils, Committees, and all other organizational or official components of the Association shall observe the rules, principles and policies of the Association and may reasonably act in behalf of the members whose interests they serve or in behalf of the purposes for which they are established. Their existence and scope of authority and actions shall be within and subject to the Bylaws and official actions of the Board of Directors of the Association, and in accord with the principles, policies and Bylaws of the Texas Association of Builders and the National Association of Home Builders.

ARTICLE VII – 7.00 – FISCAL YEAR

The fiscal year and administrative year of this Association shall begin January 1 of each calendar year and shall continue through the following December 31.

ARTICLE VIII – 8.00 – FINANCE

All dues and other monies received by this Association shall be placed in a bank depository designated by the Board of Directors of the Association and payments therefrom shall be made only upon the signature of any two (2) of the following: President, First Vice President, Vice President/Secretary, Treasurer, or Executive Officer.

8.01: The Board of Directors shall adopt a budget for each fiscal year, and this Association shall function within the totals of such budget.

8.02: Any expenditure in excess of the total expenditures authorized in such budget must be authorized by the Board of Directors and approved as an amendment to the budget.

8.02.1: Any expenditures not in excess of the total expenditures authorized in the budget, but greater than the expenditures authorized in one or more of the specific categories of the budget, must be approved by the Executive Committee and may be approved by the Board of Directors.

8.02.2: The Executive Officer shall be charged with responsibility for recommending and initiating timely payment of all obligations and expenditures within the approved budget of the Association that are due and payable; except that the Executive Committee or the Board of Directors may at any time direct and instruct as to the methods of approval, and payment of such expenditures.

8.03: The Treasurer shall cause to be made monthly written reports of the receipts and disbursements of the Association for such calendar month immediately completed. The Treasurer shall deliver in writing such monthly reports to the next regularly scheduled meeting of the Board of Directors, together with a working capital position of the Association. An annual compilation, review or audit of

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the books and records of the Association and other records may be performed by an accounting firm designated by the Board of Directors, providing such resolution also authorizes funds necessary for such compilation, review or audit.

8.04: The Treasurer shall keep or cause to be kept books of account of the Association in a manner and form prescribed by the accounting firm designated by the Board of Directors. Such books of account shall be kept at the office of the Association or at such other place as the majority of the Board of Directors may from time to time determine. Such books of account shall be open at all times to any member of the Board of Directors and to such persons as the Board of Directors may designate.

ARTICLE IX – 9.00 – ELECTIONS

9.01: An election for the purpose of electing the Directors of the Association shall be held annually prior to the end of the administrative year.

9.01.1: A special election may be held as needed to fill a vacancy scenario not contemplated by these Bylaws. To the greatest extent practicable, the special election shall be conducted in a manner consistent with the procedures established in these Bylaws

9.02: Each Division of the Association shall hold its election of a President prior to July 1. The election of a President and any other Directors needed to serve a Division shall be held during a scheduled regular meeting of each respective Division. Recommendations for a President and other Division Officers shall be made by a Nominating Committee appointed by the Division President whose make-up has been announced in advance to the membership of the Division. Each Division President shall report to the Nominating Committee of the Association the name of the member who has been elected Division President for the succeeding year.

9.03: The Nominating Committee shall plan and supervise each Annual Election of the Association and shall take such steps for the carrying out of a fair and an impartial election and shall take such action to assure same, including without limitation to the following:

- a. Conduct a canvass of all the members for their recommendations of candidates for each directorship to be filled.
- b. Prepare and send each Builder Member not less than 15 days prior to the Organizational Meeting of the Directors-Elect an official Ballot containing a list of the candidates proposed for each directorship to be filled. Each member authorized to receive the Ballot shall be notified of the deadline for receipt of a marked Ballot in the Association office in order for his/her vote to be counted.
- c. Information accompanying the official Ballot shall advise the members of any requirements set by the Nominating Committee that must be met in method of voting and transmitting in order for the Ballot to be considered valid.
- d. Electronically transmitted (Faxes, emails, etc.) return ballots shall be accepted with the name of the Builder Member, the Company Name and the members' signature (actual or electronic) placed in the designated places on the Ballot.

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- e. Upon authorization of the Board of Directors, voting may occur through a website or other online or electronic means.
- f. The Chair of the Nominating Committee shall instruct Association staff members regarding safekeeping and any handling of the Ballots received.
- g. The Nominating Committee shall convene to count the Ballots and then shall report the results of the election to the Board of Directors at its next regularly scheduled Board Meeting.
- h. The Nominating Committee shall notify each Director-Elect of the time and place of an Organizational Meeting of the newly elected Board of Directors. Notification of this meeting shall also be made to all Directors ex-officio.
- i. The Chair or the presiding officer of the Nominating Committee shall call to order an Organizational Meeting of the Directors-Elect. The Chair/presiding officer shall preside and make recommendations of candidates to be considered for election by the Directors-Elect as Officers of the Association, as defined by Articles 4.03 – 4.07 of these Bylaws, on behalf of the Nominating Committee. The Chair/presiding officer shall open the floor of the Organizational meeting for any additional nominations. Additional nominees taken from the floor and elected as Officers shall meet the qualifications for office set forth by these Bylaws and must complete the Nominating Committee procedures defined in Article 5.02 of these Bylaws within ten (10) business days of election. If the elected Officer is found not to have met the qualifications for office, another Organizational Meeting of the Directors-Elect shall be called as soon as practicable for purposes of filling that office and shall be conducted in a manner consistent with these Bylaws.
- j. The Nominating Committee may also make recommendations and nomination of members to serve as Directors to represent the Association on the Board of Directors of the Texas Association of Builders and the National Association of Home Builders, and shall open the floor of the organizational meeting for further nominations for these positions. Election of State and National Association Directors may be conducted at this organizational meeting.

9.04: The Officers-Elect and Directors-Elect shall be formally inducted during an Annual Installation event to be held at a time and location determined by the President-Elect. The installation ceremonies shall be held not later than October 1 of each calendar year, unless circumstances require that it be delayed past that date; such determination is to be made by the Executive Committee of the Association.

9.05: All other elections or conduct of voting shall be at the call and instructions of the Board of Directors.

9.06: A quorum at a general meeting of the membership shall consist of not less than five (5) percent of the Builder Members of this Association.

ARTICLE X – 10.00 – SUBSIDIARY ENTITIES

The Board of Directors shall be empowered to establish such subsidiary corporations, either for profit or not-for-profit corporations, that it shall deem to be in the furtherance of the stated purposes of this Association as established in its Articles of Incorporation. The Board of Directors shall, likewise, be empowered to terminate any such subsidiary corporations, should it be determined that the furtherance

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of the Association's purpose is no longer being served.

ARTICLE XI – 11.00 – RULES OF PROCEDURE

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

ARTICLE XII – 12.00 – AMENDMENTS to THESE BYLAWS

These Bylaws may be amended by a two-thirds (2/3) vote of approval of the Builder Members in good standing. These Members shall receive a ballot in order to facilitate the vote. A quorum response shall be a minimum of ten (10) percent of the Builder Members in good standing.

12.01: The Board of Directors shall review such proposed amendments to these Bylaws.

12.02: The Vice President/Secretary shall be responsible for conducting an election that amends these Bylaws. Each Builder Member in good standing shall be provided with a ballot.

Dallas BA Policies and Procedures Manual
Adopted September 29, 2015
Last Modified April 26, 2022

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- 3) Shorty Howard Award
- 4) APEX Award
- 5) Clyde J. Anderson Associate of the Year

A) Board of Directors Policies and Procedures and Member Responsibilities

1) Restraint of Trade: The Dallas Builders Association (Dallas BA) will comply with all applicable U.S. and Texas antitrust laws. The Dallas BA expects its members and the members' representatives involved in Dallas BA activities to comply with all applicable U.S. and Texas antitrust laws.

The Dallas BA brings significant, procompetitive benefits to the residential construction industry. The Dallas BA must not, however, be a vehicle for members to reach unlawful agreements regarding prices or other aspects of competition, or to boycott or exclude firms from the market.

2) Conflict of Interest: Members of the Board of Directors of the Dallas BA, officers, and key employees each have an affirmative obligation to act at all times in the best interests of the Dallas BA.

This policy serves to define the term "conflict of interest," to assist members of the Board, officers, and key employees in identifying and disclosing such conflicts, and to minimize the impact of such conflicts on the actions of the Dallas BA whenever possible. (Collectively, this policy will refer to directors, officers, and key employees as "Covered Officials.")

- **Fiduciary duty:** Each Covered Official has a fiduciary duty to conduct himself or herself without conflict to the interests of the Dallas BA. When acting within his or her capacity as a Covered Official, he or she must subordinate personal, business, third-party, and other interests to the welfare and best interests of the Dallas BA.
- **Conflict of interest defined:** A "conflict of interest" is any transaction or relationship that presents, or may present, a conflict between a Covered Official's obligations to the Dallas BA and his or her personal, business, or other interests.
- **Disclosure:** The Board of Directors recognizes that conflicts of interest are not uncommon, and that not all conflicts of interest are necessarily harmful to the Dallas BA. However, the Board requires full disclosure of all actual and potential conflicts of interest. Each Covered Official shall disclose any and all facts that may be construed as a conflict of interest, both through an annual disclosure process and whenever such actual or potential conflict occurs.
- **Process and remedy:** The Board of Directors will determine whether or not a conflict of interest exists, and whether or not such conflict materially and adversely affects the interests of the Dallas BA. A Covered Official whose potential conflict is under review may not debate, vote, or otherwise participate in such determination. If the Board of Directors determines that an actual or potential conflict of interest does exist, the Board shall also determine an appropriate remedy. Such remedy may include, for example, the recusal of the conflicted Covered Official from participating in certain matters pending before the Board.
- **Delegation:** The Board of Directors may delegate its authority to review and remedy potential conflicts of interest to the Dallas BA Executive Committee. Only disinterested members of the Executive Committee may participate in any such review. The Executive Committee shall inform the Board of its determination and recommended action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.

- **Annual disclosure process:** On an annual basis, each member of the Board of Directors shall be provided with a copy of this policy, and shall complete and sign an acknowledgement and disclosure form.

3) Ethics Policy: The Association's Code of Ethics is crucial to its mission. All Members of the Association shall agree to observe and be bound by the following Code of Ethics:

- Members shall support the Association's efforts to provide the opportunities and benefits of homeownership.
- Members shall contribute their knowledge in building to the best interests of those they serve.
- Members shall not knowingly enter into any contract wherein the terms of which are designed to imperil the rights of either labor or the supplier of materials to receive a fair return for services or goods furnished.
- Members shall not obtain any business by means of fraudulent or deceptive statements or by the use of implications unwarranted by fact or reasonable probability.
- Members shall comply both in spirit and letter with rules and regulations prescribed by law and government agencies for the health, safety, and welfare of employees, consumers and the community.
- Members shall not perform, or cause to be performed, any act that would tend to negatively reflect on, or bring into disrepute, any part of the building industry.
- Members shall help to educate the public and shall speak out as individual citizens on issues affecting housing quality and affordability.
- Members shall not knowingly engage in activities that detract from the Association's mission of enhancing the positive image of the industry and its members through training and encouraging ethical behavior and professional standards. This includes, but is not limited to, dissemination of Association educational programs, periodicals and events without prior express written authorization.

4) Whistleblower Policy: The Dallas BA encourages complaints, reports or inquiries about illegal practices or serious violations of the Association's policies, including illegal or improper conduct by the Association itself, by its leadership, or by others on its behalf. Appropriate subjects that arise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects for which the Association has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via the Association's management/Board of Director channels, unless those channels are themselves implicated in the wrongdoing.

- **Protection from retaliation:** Dallas BA prohibits retaliation by or on behalf of the Association against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The Association reserves the

right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

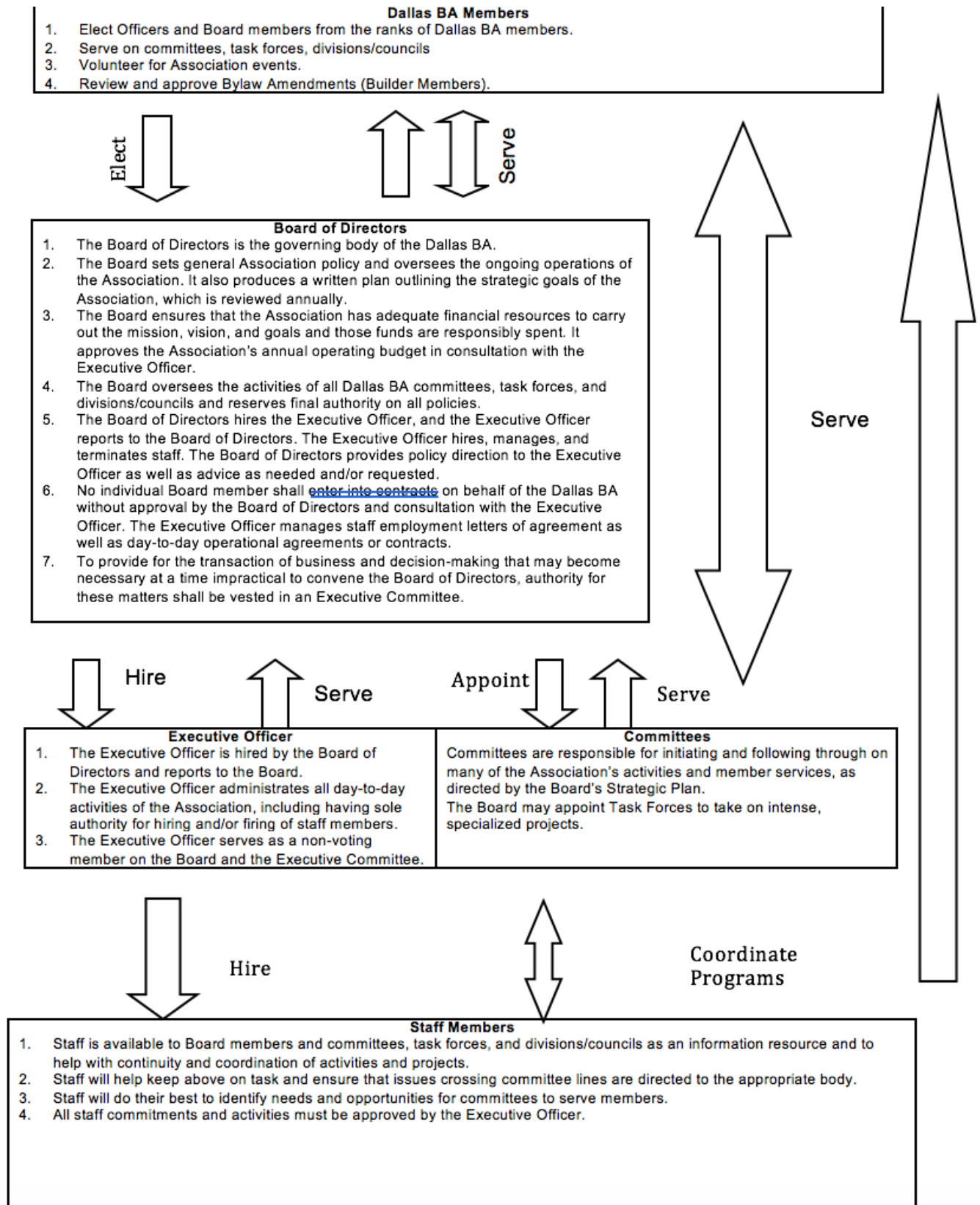
- **Where to report:** Complaints, reports, or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the basis for the complaints, report, or inquiries. They should be directed to the Association's Executive Officer or President. If both of those persons are implicated in the complaint, report, or inquiry, it should be directed to the next appropriate officer of the Board of Directors. The Association will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that the Association may be unable to fully evaluate a vague or general complaint, report, or inquiry that is made anonymously.

5) Document Retention and Destruction Policy: It is the policy of the Dallas Builders Association to maintain complete, accurate and high quality records. Records are to be retained for the period of their immediate use, unless long retention is required for historical reference, contractual, legal, or regulatory requirements or for other purposes as may be set forth herein. Records that are no longer required, or have satisfied their required periods of retention, shall be destroyed.

No officer, director, employee, volunteer or agent of the Dallas Builders Association shall knowingly destroy a document with the intent to obstruct or influence the investigation or proper administration of any matter within the jurisdiction of any government department or agency or in relation to or contemplation of any such matter or case.

Type of Document	Retention Period	Where Located
Accounts payable ledgers and schedules	7 years	Dallas BA Office
Audit Reports	Permanently	Dallas BA Office
Bank Reconciliations	2 years	Dallas BA Office
Bank Statements	3 years	Dallas BA Office
Checks (for important payments and purchases)	Permanently	Dallas BA Office
Contracts, notes and leases (expired)	7 years	Dallas BA Office
Contracts (still in effect)	Permanently	Dallas BA Office
Correspondence (general)	2 years	Dallas BA Office
Correspondence (legal and important matters)	Permanently	Dallas BA Office
Correspondence (with customers and vendors)	2 years	Dallas BA Office
Deeds, mortgages and bills of sale	Permanently	Dallas BA Office
Deposits processed digitally-original checks	60 days	Dallas BA Office
Depreciation Schedules	Permanently	Dallas BA Office
Duplicate deposit slips	2 years	Dallas BA Office
Employment applications	3 years	Dallas BA Office
Expense Analyses/expense distribution schedules	7 years	Dallas BA Office
Year End Financial Statements	Permanently	Dallas BA Office
Insurance Policies (expired)	Permanently	Dallas BA Office
Insurance records, current accident reports, claims, policies, etc.	Permanently	Dallas BA Office
Internal audit reports	3 years	Dallas BA Office
Inventories of products, materials and supplies	7 years	Dallas BA Office
Invoices (to customers, from vendors)	7 years	Dallas BA Office
Minute books, bylaws, and charter	Permanently	Dallas BA Office
Patents and related papers	Permanently	Dallas BA Office
Payroll records and summaries	7 years	Dallas BA Office
Personnel files (terminated employees)	7 years	Dallas BA Office
Retirement and pension records	Permanently	Dallas BA Office
Tax returns and worksheets	Permanently	Dallas BA Office
Timesheets	7 years	Dallas BA Office
Trademark registrations and copyrights	Permanently	Dallas BA Office
Withholding tax statements	7 years	Dallas BA Office

6) Dallas BA Chain of Command



7) Dallas BA Officers: Unless otherwise indicated, the following Officers shall hold office for a term of one (1) year from the date of their installation or at such other time as the Board of Directors may designate.

- **President:** The Dallas BA President shall be the Chief Elected Officer of the Association. He/she shall be the official spokesperson of the Association in all matters of public policy and shall perform all such other duties usual and customarily performed by such office and as prescribed by the Association's Bylaws. In matters that are of immediacy, urgency or an emergency, the President may act in what he/she believes to be the interest of the Association until he/she is reasonably able to inform and/or call a meeting of the Executive Committee and/or Board of Directors.
- **First Vice President:** The Dallas BA First Vice President shall, in the absence of the President or upon his/her direction, perform all the duties of the President. He/she will assume such duties as spelled out in the Association's Bylaws, Strategic Plan and as set forth in the Association Policy Manual. The First Vice President shall serve as Chair of the Government Relations Committee.
- **Vice President/Secretary:** The Dallas BA Vice President/Secretary shall be responsible for keeping a record of all the official proceedings and Minutes of the meetings of the Association and its Board of Directors and shall perform all of the duties of the First Vice President if he/she is unable to. He/she shall assume such duties as spelled out in the Association's Bylaws, Strategic Plan, and as set forth in the Association's Policy Manual.
- **Treasurer:** The Dallas BA Treasurer shall be responsible to the Association for an accounting of all moneys collected and distributed by the Association and shall render a monthly statement in writing to the Board of Directors. He/she shall assume such duties as spelled out in the Association's Bylaws, Strategic Plan, and as set forth in the Association's Policy Manual.
- **Associate Vice President:** The Dallas BA Associate Vice President shall serve a one (1) year term and shall be responsible for representing the needs and interests of Associate Members of the Association. He/she shall serve on the Board of Directors and Executive Committee and shall assume such duties as spelled out in the Association Strategic Plan and as set forth in the Association Policy Manual.

8) Presidential and Executive Officer Reimbursement and Expense Policy/Privileges: The Dallas BA President and Executive Officer shall have an annual allowance for travel to conferences and meetings as established in the budget. The President must submit receipts for registration, transportation, lodging and meals, and any other reimbursable items. In addition, attendance to paid Dallas BA events, excluding charitable functions, will be provided on a complimentary basis for the President and his or her spouse. President and Executive Officer transportation shall be by regular coach class fare. All Presidential reimbursement requests shall be reviewed and approved by the Executive Officer. Executive Officer travel expenses shall be reviewed and approved by the President and/or the Executive Committee.

9) Political Involvement of Dallas BA Officers: The elected officers of the Dallas Builders Association and the officers of the Divisions, Councils, and subsidiaries are prohibited from using their leadership position to promote specific candidates for public office, or to persuade other members of the Dallas BA

to endorse any candidate who is seeking office unless the Association has formally endorsed that candidate for the office for which he or she is running.

10) Board Attendance Policy: Absence from three (3) consecutive regular monthly meetings of the Board without an excused absence may be construed as a resignation on vote of the Directors present at any subsequent regular meeting. Should a Director have as many as four (4) unexcused absences from regular monthly meetings of the Board of Directors during a year, the Director shall not be eligible for nomination as a candidate to serve as Director for the following year.

Excused Absences shall be granted by request by a member of the Board of Directors by application to the Vice President/Secretary one time each year with no reason. If the Director requests subsequent excused absences, the criteria for such excused absence shall be based on the following criteria:

- Illness of self or immediate family and/or to attend funeral of immediate family member;
- Representation of Dallas BA at TAB, NAHB, or civic events;
- Duty to the United States of America, state, or local government entity (military, judicial, or service as elected or appointed official, etc.);
- Unscheduled special meetings of religious group (church, temple, etc.); or
- By such other reason as may be considered by the Board of Directors.

The Board shall hear and may approve such requests at each meeting of the Board of Directors when the Vice President/Secretary presents such requests.

Life Directors shall be required to attend four (4) Board of Directors meetings each year in order to retain voting privileges. Revoked voting privileges may be reinstated by attending four meetings in any twelve-month period.

11) Strategic Plan Update Process: A Strategic Planning Document shall enumerate the operational objectives for the Dallas BA. The document shall be three years in scope, establishing specific objectives for the current leadership year and long term objectives for the following two years. The document shall be reviewed and updated annually with the following process:

- **June – Meeting of Officers**
 - Set planning dates and objectives
 - Identify key Committee Chairs, current and following year, and others (Full Planning Group “FPG”) to be invited to participate in planning process
 - FPG should include, at a minimum, Senior Officers, chairs of Education, Communications, Membership, and HOME PAC
 - Notify parties and invite them to July meeting
 - All parties to prepare their individual ideas on next year Action Items and Long-Term Objectives. Present to EO by end of June. EO to compile first draft and send to FPG prior to July meeting
- **July – FPG meeting**
 - Review first draft and discuss and establish long-term objectives
 - EO to compile second draft to send to FPG prior to August meeting
- **August – FPG meeting**

- Discuss second draft and conduct outreach to incoming Division and Council leaders on strategic goals
- Refine goals and action items to address Council & Division plans
- EO to update third draft and send to FPG prior to September meeting
- **Sep – FPG meeting**
 - Continue to refine all items, including draft of Strategic Plan
 - Review outreach received from Division and Council leaders
 - Finalize Strategic Plan draft
 - Discuss and plan structure for Retreat and consideration of Strategic Plan
- **Oct – FPG meeting**
 - Review and prep for presentation at Retreat
- **Oct – Board Strategic Planning Retreat**
 - Review and edit Strategic Plan
 - Adopt at October Board of Directors Meeting

B) Membership Policies and Procedures:

1) Trade-outs for Membership: Trade-outs for membership are not permitted. Membership dues must be paid in full by each member or under established installment payment of dues arrangements.

2) Honorary Membership: In order to strengthen relationships within the community. The Association may, upon recommendation of the Executive Committee and two-thirds vote of the Board of Directors, provide an honorary membership to those in public, non-profit, educational or governmental positions as authorized by the Association’s Bylaws. This local-only and dues-free membership may be revoked by majority vote of the Board of Directors at any time.

3) Installment Payment of Dues: Members shall be permitted to pay their annual dues in equal monthly installments by authorizing the Association to regularly charge a credit card that will be kept on file. The payment program shall be a non-refundable yearlong payment obligation with delinquent payments subject to collections. The monthly payment obligation shall be one-twelfth (1/12) of the member’s annual dues rate plus ten (10) percent.

4) Dues Increase: The Finance Committee shall be charged with evaluating and adjusting membership dues each year using the Bureau of Labor Statistics inflation index as a guide. Recommended dues changes, if any, shall be reviewed and approved by the Executive Committee and Board of Directors. Any increase in dues by the Texas Association of Builders or the National Association of Home Builders will be passed on to the membership and not absorbed by the Dallas BA.

5) Membership Reclassification: Member requests to reclassify their company from a Builder to Associate or Associate to Builder shall be reviewed and approved by the Executive Committee and Board of Directors. Member requests to reclassify their membership must state the reason for the change and, in the opinion of the Executive Committee and Board of Directors, a primary focus of the member’s company must meet the criteria set forth in the Dallas BA Bylaws. Consistent with the Dallas BA Bylaws, the Board of Directors may modify any member’s classification, role, or responsibility provided that the member receives at least 30 days notice of the modification.

6) Multiple Companies Within the Same Membership: Only the company listed as a member of the

Association shall receive the benefits and privileges of membership. For example, if a land developer also maintains a separately-incorporated home building company that home building company and those exclusively employed by it would not be recognized under the land developer's membership. This policy extends to event partnerships, awards shows and other methods of recognition provided by the Dallas BA.

7) Members with Past Due Obligations or Former Members with Outstanding Obligations: Those who are 120 days or more past due in the payment of an obligation to the Association may not participate in a major Association event, purchase an Association service, or advertise in Association sponsored media until the obligation is paid in full. In the event a past due obligation is disputed, the Executive Officer may on a case-by-case basis permit the individual to participate in an event, purchase a service or advertise in Association media as long as the agreement is made in advance.

Former Members: Individuals who were principals in a member company that dropped membership with an outstanding balance for an Association event, service or advertising in Association media may return to membership only when the balance due is paid in full. This will apply to any principal in a company, regardless of whether the member has changed corporate names or builder license number. The Executive Officer may permit the new company to join in certain unique circumstances to be reviewed on a case-by-case basis.

8) Criteria for Endorsement Consideration: The Dallas BA endorsement of a product or service is to be construed to mean that the value of the endorsed product/service is being provided to the construction industry in a manner that is an added benefit to being a member of the Dallas BA. The elements to be considered are:

1. Is the product or service one of value to a large group of member firms (either builder or associate)?
2. Is the product or service being provided with an enhancement to the member above that which is provided in the open market?
3. Is the product or service being provided with an advantageous pricing strategy to the members of the Dallas BA?
4. Is there a potential for the Dallas BA to receive any royalty or marketing support revenue from the sale of the product/or service?
- 5. Is the company willing to become and remain a member of the Dallas BA and actively participate in Association activities?**

An agreement of endorsement is typically prepared by the producer or sales agent for the product/service. The components that need to be included in the endorsement agreement are:

1. A description of the product/service as it is to be delivered to the members of the Dallas BA.
2. Identification of the representative that is to represent the company for decisions that relate to the effective marketing and presentation of the product/service to the membership.
3. A stated period that the agreement is to function.
4. An "out clause" that defines that basis of cancellation of the program by either party, with a period no greater than 60 days of notice (preferably shorter).
5. A description of any revenues (if any) that are to be shared by the prospective endorsee with the Dallas BA.

6. A description of the marketing support that is to be provided by the Dallas BA in order to support the member of said product.
7. An indemnification agreement that protects the Dallas BA from any actions that may be brought against it for the support that is provided to the product/service as long as the actions being taken are with the approval or at the direction of the Endorsee.
8. The Dallas BA will not promote any endorsed program without the approval of the named representative of the Endorsee.

The Dallas BA will review the agreement after 12 months, and after each 12-month period thereafter, to determine whether the endorsement will be continued.

9) Member Contact Information Usage: The Dallas BA will make available for sale to members the contact name, company name, address, and business phone number of Dallas BA members. The Dallas BA will only use members' email addresses collected for its use and **will not** sell or provide email addresses to outside parties or members. Exceptions to this policy may be granted by the Executive Officer if the usage of such information is done for purposes of promoting the Association.

10) Logo and Trademark Usage by Members: The Dallas BA's intellectual property is owned by its members, and care has been taken to ensure the value of these assets for future members. Dallas BA members may use the Dallas BA logo and name in promoting their company. Other marks may only be used when participating (all Parade of Homes™ events, service-marked awards, and Green Built Texas™). Use of this logo by a member is confined to identifying him or her as a member in good standing with the Dallas BA, and the logo may not be used in any manner or position to denote or imply any endorsement by the Association of a member's product or services. The Dallas BA logo should not be reconfigured or altered in any way and should only be used in the actual blue and green colors of the official mark, in grayscale, in black or reversed out white on a dark background. Other marks may only be used when participating (all Parade of Homes™ events, awards programs finalists or winners, service-marked awards, and Green Built Texas™). Official electronic versions of these approved logos are available from Association staff.

11) Membership Usage of Staff Services: Dallas Builders Association staff is employed for purposes of advancing the Dallas BA's mission and objectives. Their activities are directed by the Executive Officer and must only be related to the business of the Association. Members seeking staff assistance with personal or business related tasks (making copies, troubleshooting computers, writing press releases, notary services, etc.) during business hours must procure permission from the Executive Officer.

12) Temporary Use of Dallas BA Office Space By Members: Members are encouraged to use the Dallas BA office for occasional client meetings or for work before, after, or between Association meetings. Use of the office for longer durations must be arranged in a more formal manner in order to ensure that space is available in the office for the enjoyment of all members and for the continued productivity of staff.

Specifically, Dallas BA members may utilize the main conference room or the east conference room, on a first come, first served basis, provided it is not rented, at any time during operating hours provided they inform the Operations Officer or other available staff person. Members are encouraged to contact the Operations Officer to ensure space is temporarily available. Members may be asked to relocate in order for staff to accommodate scheduled association meetings. In order to use either space for more than 3

hours on consecutive days or for more than 5 days total in any 30-day time frame, members must obtain prior written consent from the Executive Officer.

Other available areas of the Dallas BA office may only be used when scheduled in advance with the Operations Officer, who will place the reservation on the Association's shared calendar. Members utilizing the Dallas BA office must do so in a respectful manner that does not disrupt the workflow of staff, extinguish resources set aside for regularly scheduled meetings or use office equipment and supplies without permission. Members found in violation of this policy will be asked to leave.

13) Harassment Policy: The Dallas Builders Association has developed guidelines for protecting employees and members against harassment of any kind. It is our goal to provide an environment free of tension regarding matters that do not relate to Association business.

In particular, an atmosphere of tension created by ethnic, sexual orientation, or religious remarks or animosity, unwelcome sexual advances, requests for sexual favors, or other conduct of a sexual nature does not belong in our Association. It is the Dallas BA's policy that any harassment, verbal or physical conduct, or behavior that constitutes harassment on the Dallas BA premises or at a Dallas BA event will not be tolerated. Violators of this policy will be subject to disciplinary action up to and including termination of employment or membership.

If an employee or member is ever subject to, or believes he or she is subject to, harassment, he or she should notify the Executive Officer or the President of the Association so that a thorough inquiry can be conducted to resolve the matter.

C) Financial Operating Policies

1) Investment Policy Statement: The purpose of the Dallas BA's **Long-Term Reserve** Goal is to provide funds for future substantial expenditure, to maintain the financial stability of the Association and to provide emergency income to be used during industry downturns or negative cycles. The goal includes an amount sufficient for:

- Continuation of important industry initiatives and programs in an environment of declining revenues
- A ready source of funds to combat significant industry threats as they may arise in the future
- A ready source of funds to seize significant industry opportunities as they may arise in the future
- Repairs and maintenance of the building
- Future capital expenditures (improvements, expansion, etc.)

The performance and risk objectives of the Dallas BA's Long-Term Reserve Fund shall be defined as:

- To preserve and enhance the purchasing and earning value of the funds held in the Dallas BA's portfolio in order to provide for future substantial expenditure, maintain financial stability for the Association, and to provide emergency income to be used during industry downturns or negative cycles.
- To seek an average annual real rate of return of the Consumer Price Index (CPI) + 4%, net of fees. The absolute return objective shall be measured over a long-term, 10+ year frame, with the intent of this objective to preserve, over time, the principal value of the assets as measured in real, inflation-adjusted terms.

- To seek competitive investment performance versus appropriate absolute and relative benchmarks. The relative return objective shall be measured primarily by comparing investment results over a long-term, 10+ year period.

The objectives of the Dallas BA's **Short-Term Reserve** Fund is to preserve purchasing power with limited principle volatility in order to provide immediate liquidity for the on-going operations of the Association.

2) Deposits in FDIC Banking Institutions: In order to protect the assets of the membership of the Dallas Builders Association it is the policy of its Board of Directors that the fund balances of the Association shall not accrue to a level greater than the FDIC maximum in any one banking institution. All such banks are to be members of the Federal Deposit Insurance Corporation.

All Dallas BA funds and those funds of its subsidiary and affiliated organizations shall be deposited with banking institutions that are members of the Dallas BA.

3) Check Signing Policy: The Executive Officer, staff designee of the Executive Officer, President, and Treasurer of the Dallas BA shall be the only approved signers on all checks. The staff designee may include any staff member except for the Accounting Manager. Two signatures are necessary to approve all check requests over \$3,000.

4) Dallas BA Annual Budget Process: The purposes of the Annual Budget Process for the Dallas BA are multiple. The Bylaws require that the Association prepare an annual budget; they also require the Executive Officer to prepare an annual plan for the Dallas BA in such a manner as to secure the needed resources in order to adequately service the annual plan.

Dallas BA staff will provide, to each identifiable activity component in the Association, a format for the planning of the upcoming annual plan for the Dallas BA Unit (Division, Council, Committee, Special Task Force, etc.) Said format will be composed of event schedules that will indicate the proposed dates of events for which the Unit is responsible, the previous year to date operating statement of the Unit, and a budget worksheet that will enumerate the elements of the income and expense components for the Unit for the year or the event. The Unit leadership, along with appropriate staff, is responsible for developing an annual activity plan, which will include targeted dates of activity, the supporting budgeted income/expense schedules and a request for any "start up" moneys that may be needed to post deposits or prepay expenses for the next period.

Budgets shall be developed during August of each year, if not earlier, and should be submitted to the Executive Officer at a date determined timely for inclusion into the larger Association budget. The Executive Officer and Dallas BA staff will review the activity plans and budgets with the Treasurer, Finance Committee, and Executive Committee and recommend approval or modification and return them to the Dallas BA Units. The Executive Officer, Treasurer and Finance Committee will develop the consolidated annual budget for the Association using the data provided.

Dallas BA Unit Budget Guidelines

- All items included in a Unit budget having gone through the review and approval process will be funded, with the understanding that the supporting income generating activities will be accomplished in the year for which the budget has been developed.

- All Dallas BA Units are part of the whole and, as such, have a responsibility for funding not only the operational support for their events, but also for the long term fiscal health of the Association.
- All programs in which a Unit wishes to participate and to provide funds will be enumerated and budgeted for in the annual plan.
- If, during the year of the budget, there is a need to undertake a new and unbudgeted program, the process shall be: (a) the Unit Board of Leadership will present the concept to its Board with the anticipated budget, to include sources of income and itemized expenditures, (b) upon the Unit Board approval, there will be a review by the Dallas BA Treasurer, Finance Committee and Executive Officer, (c) the Dallas BA Executive Committee will receive the comments of the Treasurer and EO and hear a presentation from the Unit Chair/President requesting the additional program; upon approval (d) the Board of Directors of the Dallas BA will hear the report of the Treasurer with the appropriate recommendation of actions, (e) the Board of Directors of the Dallas BA maintains ultimate approval responsibility for any changes in or addition to the Dallas BA budget. Under the terms of the Bylaws of the Association, the Board of Directors is responsible for everything that the Dallas BA and its Units do.

5) Collection of Debts Policy: Upon authorization by the Executive Committee, the Executive Officer is empowered to pursue any legal means of collecting debts owed by any active or former member or other vendors to the Association. Such actions may include the services of a third party debt collector.

6) Special Issues Reserve Account: The Association shall maintain a Special Issues Reserve Account to provide resources for specific advocacy initiatives such as special studies, support for litigation of broad industry importance, public awareness campaigns or any other initiatives, other than direct support to candidates, that furthers the mission of the Association as recommended by the Government Affairs Committee and approved by the Executive Committee and Board of Directors. At the end of each fiscal year, the Executive Committee shall consider the transfer of all or a portion of the positive net proceeds from Rally Day, the volume builder and developer committee, divisions, or councils into the Special Issues Reserve Account. The Account shall be classified as equity on the Association's balance sheet.

7) Accounting and Financial Statements: Financial Statements shall be prepared by the Dallas BA accounting staff and presented to the Executive Committee for review and recommendation for acceptance by the Board of Directors. The Executive Committee and Board of Directors shall provide Dallas BA staff with directives pertaining to accounting treatment or classification of terms, requests for support, details and additional schedules, and accounting adjustments.

Dallas BA staff and/or outside accounting advisors may present recommendations pertaining to matters that are outside of the normal course of routine business practices and that conflict with the directives of the Executive Committee and Board of Directors. The Executive Committee shall review these recommendations and, if warranted, recommend them for consideration by the Board of Directors.

The Association's Return of Organization Exempt From Income Tax (IRS Form 990) shall be presented to the Executive Committee and Board of Directors for review and approval prior to its filing. Any payroll information contained in the form shall be redacted or omitted.

D) Division and Council Policies and Procedures

1) Division and Council Budget Goals: Each Division and Council shall be annually charged with establishing and meeting a net income goal reviewed and approved by the Finance Committee. Should a division or council exceed their budgeted net income, the Division or Council may carry over, as a reserve, to the next calendar year 50% of the amount generated above their goal not to exceed \$5,000. Requests for expenditure or allocation of reserve funds shall be submitted to the Association Treasurer for review and are subject to approval by the Executive Committee.

2) Division and Council Leadership Selection: Division and Council leadership shall be selected from active members in the Division or Council on a timeline set forth by the Nominating Committee and consistent with the Association's Bylaws. Division and Council leadership shall consist of at least a Chair and Vice-Chair or President and Vice President. Divisions and Councils that fail to meet the timeframes set forth by the Nominating Committee risk forfeiture of activities for the upcoming leadership year.

3) Cost of Staff Meals at Division and Council Meetings: The Divisions and Councils of the Dallas BA are important elements for the ongoing health and structural well being of the Association. In order to aid the members with the programs and projects of a Division or Council event, the costs of the meal that is consumed by the staff persons in attendance will be accounted for as follows:

- *Director of Meetings and Events:* The cost for this staff person will be borne by the budget of the division or council that is being served by that staff person.
- *Director of Membership:* This person is expected to attend these meetings for the purpose of representing the Association to the membership and prospective members, and, as such, will have their meal expense borne by the Division or Council that has sponsored the event that this staff person is attending.
- *Other Dallas BA Staff providing support:* If there is other staff needed to aid in the registration and presentation of the event, the costs will be borne by the budget of that event.
- *Other Dallas BA Staff:* If there is other staff in attendance with the purpose of promoting other Dallas BA events or promotions, the cost of the attendee will be borne by that other event.
- *Executive Officer:* The Executive Officer costs associated with the Executive Officer's attendance at division and council meetings will be borne by the Division or Council supporting that event.
- *Dallas BA President:* Costs associated with the President's attendance at Division or Council meetings will be borne by the Dallas BA account for President Travel and Entertainment.

4) Division and Council Communication Policy: The Dallas Builders Association will maintain a cohesive website and social media presence that collectively promotes all of its programs, events, initiatives, and activities from one platform. Online promotion for these things should come exclusively from the "blog" format newsfeed at DallasBuilders.com with appropriate "tags" that enable users to sort information appropriately.

Dallas BA Divisions, Councils, and charitable initiatives shall not maintain separate website landing pages or separate "blog" format websites. However, they may, and are encouraged to, maintain a static web page, within the DallasBuilders.com format to 1) explain the purpose of the initiative, 2) include the names of board members or award winners, 3) provide a link to partnership or sign up forms, 4) display the names or logos of any partners for the initiative, and 5) display other information that is intrinsic to that initiative.

The Dallas Builders Association shall maintain **one (1)** page/account on appropriate social media platforms. Promotion of Dallas BA Divisions, Councils, charitable initiatives and special events by the Association, shall be exclusively done through the Dallas BA's social media account. Divisions, Councils charitable initiatives and special events shall not maintain a social media presence separate from the Dallas BA. Divisions, Councils, charitable initiatives and special events are encouraged to promote their programs and events through the DallasBuilders.com blog site and via the Association's social media pages. Requests for exceptions to this policy must be submitted, in writing, to the Association's Executive Officer and must be approved by the Executive Committee and Board of Directors.

5) Donations Policy: The Dallas Builders Association (Dallas BA) acknowledges its role in the greater community in assisting with ongoing needs of unaffiliated non-profit charitable organizations as it deems appropriate and in the interest of the Dallas BA. Furthermore, the Dallas BA strongly encourages its member Builders and Associates to be actively involved and to financially support worthy non-profit organizations as they see opportunities and have a desire to contribute time and financial or other support. The Dallas BA first and foremost supports its officially endorsed and preferred charity, Operation Finally Home, in all its activities and endeavors and believes it should be the focus of the Dallas BA's effort to provide mortgage-free homes for wounded service members and their families.

While charitable contributions to unaffiliated non-profits are primarily budgeted through the various operating Divisions and Councils, the Association itself will consider special requests or recommendations submitted by staff or its members for financial or other support. All requests shall be submitted to the Executive Committee for approval and subsequently approved by the Board of Directors.

Criteria for approval shall be as follows:

- 1) The non-profit organization must be in good standing.
- 2) The number of beneficiaries of the nonprofit must be large, versus only a select few.
- 3) There must be recognizable value to the Dallas BA for providing such support. An example of this recognizable value includes a request by an Industry Investor company or otherwise substantial supporter/long-time member and supporter of the Dallas BA (such as when the member is a title partner of an event).

Approval by the Executive Committee and subsequently the Dallas BA Board of Directors shall be on a singular case-by-case basis. No approval shall be considered an indication or promise of future support for that particular organization from the Dallas BA. Such approvals are only for the current operating year. The Executive Committee and Board may not obligate any future Executive Committee or Board for support in a subsequent year (e.g., an approval for \$5,000 payable in \$1,000 installments over a five-year period would be invalid beyond the first \$1,000 installment paid in the current operating year).

E) Events Operating Policies

1) Non-Member Revenue: For industry-oriented companies (ones that should belong to the Dallas BA) the fee for partnership shall be \$500 more than members pay, with that fee being split between the Division and the Dallas BA central account. Each non-member will be contacted by the Membership Director and told that the surcharge will be credited towards their membership if they would like. Requests for exceptions to this policy must be submitted to the Executive Officer in writing and are subject to approval by the Executive Committee.

2) Marketing Groups Partnership Program: Established business marketing groups that are composed solely of Dallas BA members may participate as a partner using the name of the marketing group. The group may distribute information that names each of the members or allows a specific member to be highlighted. If each member of the marketing group is an Association member, the group can participate at the established member partnership rate. If there is a marketing group participant who is not a Dallas BA member, a surcharge will be added for each additional non-member consistent with the policy on "Non-Member Revenue." Requests for exceptions to this policy must be submitted to the Executive Officer in writing and are subject to approval by the Executive Committee.

3) Distribution of Promotional Information: Associate members who seek to distribute promotional information and advertising pieces at Dallas BA events shall have made a contribution to the event in the form of either cash partnership, print media promoting the Dallas BA and its mission or in such a manner as to create value for the Association through the contribution of goods or services that enhances the Association. All proposals shall be vetted by the committee or task force charged with the event or meeting and are also subject to review by the Executive Officer and, if need be, the Executive Committee.

4) Dallas Builders Show: The Dallas Builders Show is an annual tradeshow designed to educate builders while providing Associate Members an opportunity to showcase their products and services. Exhibition guidelines for the Dallas Builders Show shall be established in a written agreement signed by each participating exhibitor and partner. Only Dallas BA members are allowed to participate as exhibitors in the Show with the only exception being municipalities or civic organizations whose presence enriches the Show or by other arrangement specifically authorized by the Executive Officer.

Prior year exhibitors will have first right of refusal for their booth location, which can be confirmed with the payment of an established deposit by a determined date. Following that date, space can readily be reassigned. While every effort to renew space as requested will be made, the Dallas BA reserves the right to move exhibitors as necessary to strengthen and grow the Show. In the event moving an exhibitor is considered, factors weighed will include size of booth space requested, show partnership and previous history of exhibiting.

5) Dallas BA Conference Facility Usage: The utilization of the Dallas BA Conference facility shall be reserved for official functions of the Association, and its affiliates. Such affiliates include the Associations Councils, Divisions and subsidiaries, the NAHB and TAB.

The facility is made available for meetings and events to be scheduled during regular business hours of the Association. The charges for such usage are listed below. Any cleaning or damage repairs shall be the responsibility of the member who has booked the usage. Members will be responsible for setup and teardown as directed by Dallas BA staff. The member shall be responsible for insuring the event through

their own insurance carrier with a Certificate of Insurance naming Dallas Builders Association as a named insured.

The facility may be available for after-business-hours utilization. A Dallas BA staff member is required to be on site during the time that the facility is in use. The fees associated with the after-hours staff representation shall be at a rate of \$40.00 per hour, with a minimum of \$120.00.

Such fees will be payable to the Dallas BA and then passed on to the staff representative present during the member utilization. Limited utilization of the East Conference room may be available to members of the Association on a first come first serve basis at no cost. Any pre-arranged rentals will take precedence.

The fees associated with the usage of the facility are based on blocks of time in four-hour increments: 9:00am to 1:00pm or 1:00pm to 5:00pm. If the request for a nonconforming time (e.g. 10:00 am to 2:00 pm) the availability may be granted if there is not another request for one of the overlapping times. If there is a request for a portion of the time that is desired, the user will be responsible for two time slots (an above-mentioned example would be responsible for both the morning and afternoon slots, because of the inability to derive revenue from the second request time booking).

Main Conference Room (1 block of time, 4 hours total)	\$300.00
Includes Projector & Screen (usage supervised by a staff member)	
Add Kitchen Usage (does not include food, serving or cleanup)	\$100.00
Coffee Provided (includes cups, sweetener & creamer)	\$25.00 (per 30-cup pot)
East Conference Room (1 block of time, 4 hours total)	\$150.00
Includes TV Screen (usage supervised by a staff member)	
Add Kitchen Usage (does not include prep, serving or cleanup)	\$100.00
Coffee Provided (includes cups, sweetener & creamer)	\$25.00 (per 30-cup pot)
Black & White Photocopies	\$.01 per page
Color Photocopies	\$.053 per page

6) Inclement Weather Policy: There are occasions when weather elements may impact the working environment of Dallas BA employees to such an extent that it would be dangerous for staff to report to the office for work. Decisions made by the Plano Independent School District to not open or to delay opening of their school facilities shall be used to guide the Dallas BA management with similar decisions. The Executive Officer shall have authority to close the Association's offices regardless of decisions made by PISD if the situation warrants.

Weather Closure: If Plano ISD announces that their schools are not going to open or will be delayed in opening, the staff of the Association will follow those decisions. Staff will be instructed to monitor television, radio, or appropriate website to learn of the PISD determination of potential closure. If there is a delayed opening at the PISD, then there will be a delayed opening at the Dallas BA. If the delay or closure conflicts with a Dallas BA meeting or activity, that meeting will be canceled or postponed unless expressly authorized by the Executive Officer.

7) Raffle Law: Chapter 2002 of the Texas Occupations Code defines charitable raffles and what types of organizations may legally conduct raffles. It is not widely known that raffles are only legal in very narrow

circumstances and with a number of restrictions. The Dallas BA is NOT a qualified nonprofit organization under the Code; therefore the Association may NOT conduct any sort of raffle.

8) Gambling Law: The Texas Penal Code, Chapter 47, defines gambling, the offense of gambling, and the exceptions. While games are permissible, they shall not involve cash prizes if the games are any type of game that includes betting, for example, Texas Hold'Em. "Just-for-fun" casino events are permissible so long as they do not involve cash bets or splitting up of winnings. Dallas BA committees, Councils, Divisions, or any group of members gathering for a Dallas BA event shall not engage in illegal gambling activities.

9) Parade of Homes™: The Dallas Builders Association is the trademark holder of the term "Parade of Homes" in the State of Texas. The term is considered an asset of the Association and its members and cannot be used without the Dallas BA's written consent.

10) Firearms: The open carry of handguns in the Dallas BA office is prohibited. The Association will post placards consistent with Texas law to prohibit this practice. This policy does not affect concealed carry at the Dallas BA office or the right to bear arms at any off site Dallas BA meeting in a manner that is compliant with state and federal law and the policies of the outside venues.

F) Education Policies

1) Instructor Policy: The Education Director or the Education Committee must approve all instructors. Instructors must adhere to the terms and conditions identified in their Instructor Agreement as well as all applicable Dallas BA policies. Presentations must be provided to the Education Director at least three (3) days prior to the class. The Education Committee, the Committee Chair or the Director of Education must approve curriculum content prior to the date of the class. Instructors shall not use class time to promote themselves or a product or service that they have a vested interest in. The Dallas BA will not tolerate the use of profanity or discriminatory remarks of any nature during class. Cancellation notification must be given in written format 48 hours in advance. All registrations shall be made through the Dallas BA website, it is not permitted for instructors to administrate registrations. Instructors shall consent to video and audio recordings of their courses including the use of their likeness in Dallas BA promotion and dissemination of class material. Instructors shall agree class materials and recordings are the sole and exclusive property of the Dallas BA and dissemination of which is prohibited in the absence of express written consent from the Executive officer or Education Director. Such consent, if granted, may be limited in duration and permissible distribution at the sole discretion of the Dallas BA.

2) Attendee Policy: It is often necessary for the Dallas BA to incur costs associated with providing courses. In an effort to minimize cancellation impacts, the following is required of attendees. Continuing education course attendees may receive reimbursement if written cancellation notification is given 48 hours in advance or unless otherwise granted by the Dallas BA Director of Education. Attendees of all National Association of Home Builder courses may receive reimbursement if written cancellation notification is given five (5) business days in advance or unless otherwise granted by the Dallas BA Director of Education. Current and active Education Committee members may attend/audit any continuing education courses at a discounted rate, as set by a majority vote of the Committee. The Education Director may mute or remove participants and/or panelists from virtual courses at their discretion.

3) Certification Policy: The Dallas BA is a licensed entity with the National Association of Home

Builders to offer Courses, assessments, and exams. NAHB processes all student materials and makes the determination if a student has passed or failed a course. Further, NAHB provides the Dallas BA with certificates of attendance for each course participant for disbursement. The NAHB Board of Governors makes final determination of a student's graduation status through an application process; all applications are administered with final determination by NAHB. In cases where the Dallas BA awards a certificate for continuing education courses, the Director of Education at the direction of the Education Committee completes all administration. Dallas BA certification requirements vary based on the type of courses. All requirements are to be clearly identified and communicated to each student at time of registration. If any student should have a grievance with their Dallas BA administered certificate, the Education Committee will conduct a review.

4) Dissemination of Dallas BA Educational Program Materials: The Dallas BA is granted use of educational course and marketing materials for various NAHB courses. Materials are usually ordered through NAHB ten (10) or more days in advance. The cost of these materials is included in each student's registration fee. If a student fails to give written cancellation notice to the Dallas BA within the determined time allowance, the registration fee will be surrendered to the Dallas BA. In this event, course materials are the property of the student and may be picked up by the student at the Dallas BA office with a confirmed appointment during regular business hours . All other course materials containing Dallas BA proprietary content are the exclusive property of the Dallas BA. Any use or distribution of such material without express written authorization is strictly prohibited. Educational materials include, but are not limited to: video, presentation information, class lists, and handout materials given before, during, or after classes.

G) Editorial Policies

1) Spokesperson Policy: Dallas BA members may not speak on behalf of the Association or imply that they speak on behalf of the Association, to the media, elected officials, or in any other public or official forum, unless they have been specifically designated to do so by one of the Dallas BA's officers, Executive Officer, or Director of Government Affairs.

2) Coverage of Non-Association Activities: The Association promotes only those events that it directly organizes or in which it is a partner organizer. Dallas BA members are involved in many worthwhile events, charities, training classes, and networking. However, the Association cannot promote those events along with the numerous official Dallas BA events. Exceptions for paid promotions may be authorized by the Executive Officer when deemed not in conflict with Association activities.

3) Social Media Policy: Use of social media presents certain risks and carries with it certain responsibilities. Social media includes all means of communicating or posting information or content of any sort on the Internet, including to a blog, journal, or diary, personal website, social networking or affinity website, web bulletin board or a chat room, as well as any other form of electronic communication.

Members are encouraged to post photos and comments, and engage in dialogue on any Dallas BA social media as long as they are in good taste and positive in nature (posts that malign or negatively impact another member are not allowed and will be removed). This includes consumer-directed posts, as well as member-directed posts to the Dallas BA's social media accounts.

Members shall avoid posting complaints or criticism, avoid using statements, photographs, video, or audio that reasonably could be viewed as malicious, obscene, threatening, or intimidating, that disparage the Dallas BA, customers, members, associates, or suppliers, or that might constitute harassment or bullying. Examples of such conduct might include offensive posts meant to intentionally harm someone's reputation or posts that could contribute to a hostile work environment on the basis of race, sex, disability, religion, sexual orientation or any other status protected by law or company policy.

Information posted shall be honest and accurate. Members shall not post any information known to be false about the Dallas BA, its members, staff, customers, suppliers, or those working on behalf of the Dallas BA.

4) Member Graphics, Photos, and Images: Member supplied photos, images, and graphics may be used in Dallas BA publications, social media, website or other Dallas BA owned property (in addition to the particular use for which the image was provided). This media will be identified with the supplying member name. Any third-party photo credits will be included when specifically requested by the member. Members attending any Dallas BA events may be photographed and agree to allow their images to appear in Association publications, websites, and social media.

5) Member Created Communication: Member production of Dallas BA promotional materials, correspondence, videos, or paraphernalia is subject to review and approval by the staff Director of Communications. Materials shall be consistent with the Association's mission statement and shall portray the housing industry in a positive manner. Materials shall, first and foremost, promote the intended association event, activity or initiative. As such, materials should not advertise a product or service unless done in furtherance of a paid partnership with the Dallas BA for that specific association event, activity or initiative.

6) Partner Promotion: Neither advertising nor editorial space in any format may be promised as part of a partnership package by any Division, Council, committee or other entity without input from the Director of Communications and approval of the Executive Officer. The annual *Marketing Guide*, which can be found online at DallasBuilders.org, is the official resource for partnership levels and benefits.

7) WiFi Usage: Dallas BA WiFi is the onsite wireless network. It provides Internet and Dallas BA Network access for the entire organization. The features of this service are a privilege and not a right. Staff and members are expected to practice responsible computing and to adhere to these requirements for acceptable use when accessing Dallas BA WiFi:

1. Policy Violations: Do not use Dallas BA WiFi in a way that violates state law, federal law, or the established IT policies of the Dallas Builders Association.
2. Responsibility: Use of Dallas BA staff WiFi is controlled by login. Staff is expected to take reasonable precautions to prevent unauthorized access and/or abusive use by non-staff entities.
3. User Deception: Do not attempt to deceive others about your identity in electronic communications or other network traffic.
4. Improper Access: Do not access accounts, files, or other information belonging to other Dallas BA WiFi users or Internet users without their knowledge and explicit consent.
5. Harassment: Do not use your Dallas BA WiFi connection to threaten, intimidate, or harass other individuals.
6. Copyrights: You are required to comply with United States copyright law. Copying, downloading, or electronic transfer of copyrighted materials without the authorization of the copyright owner is against the law and may result in civil and criminal penalties, including fines and imprisonment.
7. Anti-virus: If you connect your computer to the Dallas BA staff WiFi, you must install anti-virus software. You must also keep up-to-date with the latest security releases.
8. Excess Usage or Abuse Network capacity is limited. If your Dallas BA WiFi connection uses excess bandwidth, sends disruptive signals, or violates any of the above policies, it will be subject to limitations or possible disconnection.

Network Security Monitoring: The Dallas BA WiFi network connection may be subject to monitoring, with cause, for security, legal, or troubleshooting purposes. This may include monitoring for bandwidth usage, security related incidents, or a request from legal/law enforcement authorities. In addition, the Dallas BA Office of Information Technology reserves the right to scan the network to assist in identifying and protecting against exploitable security vulnerabilities (e.g., viruses or worms) in efforts to preserve network integrity. Information gathered in such scans will be used only for the explicit purpose of monitoring network security.

Policy Updates: Due to the dynamic nature of technology and the Internet, the Dallas BA WiFi Acceptable Use policy is subject to change without notice.

7) Non-Member Advertising: Non-Members are not permitted to participate in the eLert broadcast email

program or place advertising in *Punch List* or on the Dallas BA's website. Non-Members that are national companies are allowed to place advertising in *The Home Builder* and the annual Membership Directory provided that a Member company is referenced in the ad.

H) Awards Policies

1) Hugh Prather Award: The Hugh Prather Trophy is given annually to the builder, remodeler or developer member who has contributed the most to the betterment of the Greater Dallas Region. This is the Association's highest honor. A committee consisting of the previous five (5) recipients of the award shall evaluate candidates and award the honor by simple majority vote. The committee may, in its discretion, determine that there is not a qualified candidate and decline to bestow the honor in a given year.

2) AP Roffino Award: The A.P. Roffino Memorial Award is bestowed annually by the Dallas BA President to recognize the achievements of a Dallas Builders Association Division/Council, member, or committee based on extraordinary accomplishments in the areas of overall involvement in the Association; civic and community programs; strengthening and improving a Division/Council or committee; government relations; leadership; enthusiasm or creativity.

3) Shorty Howard Award: The Shorty Howard Trophy is given annually to the member who brings in the most new Builder and Associate members to the Association in the previous 12 months. Affiliate and additional members shall not count for purposes of this award. The recipient must also maintain at least a fifty (50) percent retention rate among members recruited in the previous year in order to be eligible for this honor. In the event two or more members recruit the same number of members, the tiebreaker will be the total combined annual membership dues of members recruited.

4) APEX Award: The APEX Award (Associates Pursuit for Excellence), is an award presented to a Builder annually at the Installation Banquet. This award represents recognition on behalf of the Associate membership for excellence and professionalism in working with Associate members of the Dallas Builders Association.

Associate Members are invited to nominate a Builder, who is then asked to complete an application form and submit it to the Dallas BA by the announced deadline. Each applicant must submit a list of all subcontractors and suppliers with which they do business. A questionnaire shall be sent to each of the member firms listed by the applicant. These firms will be asked to respond anonymously by rating their builder in various areas of interactive relations. Builders are also allowed to nominate themselves.

5) Clyde J. Anderson Associate of the Year: The Associate of the Year Award shall be bestowed annually, by vote of Builder Members serving on the Executive Committee, to an Associate Member of the Dallas BA who provides exemplary service to the Association and its members and the home building industry. Criteria for consideration of this honor will include, but must not be limited to the Associate Member's financial contributions through partnerships or otherwise.