

**By-Laws  
of the  
Williamsburg Community Builders Association**

**ARTICLE I - ORGANIZATION**

**Section 1. Name:** The official name of this Organization shall be the Williamsburg Community Builders Association of the Peninsula Housing & Builders Association, Inc., and shall be known in short form as the WCBA.

**Section 2. Location:** The principal office of this Organization shall be located in the offices of the Peninsula Housing & Builders Association, Inc.

**Section 3. Jurisdiction:** This Organization shall operate as a Council of the Peninsula Housing & Builders Association, Inc. (PHBA), affiliated with the Home Builders Association of Virginia (HBAV) and the National Association of Home Builders (NAHB).

**Section 3. Objectives:** The Council exists for the purpose of improving conditions in the Building Industry and thereby assisting the improvement of social, political, and economic welfare in James City County and the City of Williamsburg.

**ARTICLE II - MEMBERSHIP**

**Section 1. Membership:** Membership in this Council shall be composed of those PHBA members and their employees interested in the Williamsburg Community market area.

**Section 2. Dues:** The dues of this Organization shall be payable in advance at a rate and manner set by the Executive Committee as approved by the PHBA Board of Directors.

**ARTICLE III-GOVERNMENT**

**Section 1. Governing Body:** The business and affairs of the Organization shall be managed and governed by the Executive Committee. It shall be the duty and responsibility of the Executive Committee to:

(A) Plan and execute all activities of the Organization including meetings, seminars, workshops, schools, publications, information exchange and other services and programs that will benefit the Membership.

(B) Further establish such rules, regulations, and procedures, not provided in these By-Laws, for the Membership which will best insure order, efficiency and the accomplishment of all the purposes of the Organization

**Section 2. Executive Committee:** The Executive Committee shall be composed of the Officers as defined in Section 3 of this Article, the Immediate Past Chairman, and no more than fifteen (15) members.

**Section 3. Officers:** The Officers shall consist of the Chairman, the Vice-Chairman, and the Associate Vice-Chairman. All Officers of the Organization shall exercise such powers and perform such duties as may be provided in these Bylaws or as shall from time to time be determined by resolution of the Executive Committee not inconsistent with these Bylaws. The powers and duties of each Officer shall be as follows:

(A) *The Chairman.* . The Chairman shall be the Chief Elected Officer of this Organization and shall preside at General Membership Meetings and those of the Executive and Operating Committees. He

shall be the Official Spokesman of this Organization in matters of public policy. He shall perform all other duties usual to such office. The Chairman shall be Ex-officio Member of the Board of Directors of the Peninsula Housing & Builders Association, Inc., if not an elected Director to that body.

(B) *The Vice-Chairman.* The Vice-Chairman shall, in the absence of the Chairman or upon the Chairman's direction, perform all the duties of the Chairman or other such duties as directed by the Chairman.

(C) *The Associate Vice-Chairman.* The Associate Vice-Chairman shall represent Associate Members before the Executive Committee and the Operating Committee, and shall perform all other duties usual to such office.

**Section 4. Executive Vice President:** The Executive Vice-President of the Peninsula Housing & Builders Association, Inc., shall serve as Chief Administrative Officer of this Organization and shall perform such duties as may be delegated by the Chairman, Executive Committee and/or Operating Committee.

**Section 5. Operating Committee:**

(A) The Operating Committee shall be composed of the Officers. The Executive Vice President shall be an ex-officio member of the Operating Committee without voting privileges.

(B) The Operating Committee, between the meetings of the Executive Committee, shall have and shall exercise the authority of the Executive Committee in the management of the Organization; EXCEPT that it shall not have the authority of amending altering, or repealing any resolution of the Executive Committee, except on the finding of an emergency requiring such action. The Operating Committee is accountable to the Executive Committee and as such, shall keep a record of its proceedings which shall be reported to the Executive Committee at the earliest subsequent meeting of the Committee at which a report is practicable.

**Section 6. Standing Committees**

(A) *Program and Activities Committee.* The Program and Activities Committee shall be appointed by its Chairman and shall be composed of at least 3 members of the Executive Committee. The Committee shall meet upon call of the Program and Activities Committee Chairman. This Committee shall at the request of the Organization's Chairman and/or Executive Committee or on its own initiative, subject to the approval of the Executive Committee, plan seminars, surveys, discussion groups, etc., or any other such activities it feels will further the objectives of the Organization.

(B) *Nominating Committee.* The Nominating Committee shall be appointed by the Chairman and shall be composed of at least 3 members of the Executive Committee. The Nominating Committee's responsibility shall be to nominate candidates for the Executive Committee.

**Section 7. Other Committees:** There shall be such other Committees as may be designed by the Chairman or the Executive Committee.

**ARTICLE IV-MEETINGS**

**Section 1. Membership Meetings:** A minimum of four (4) Membership Meetings shall be held each year, one of which shall be an Annual Meeting which shall be held to elect the Executive Committee and transact such other business as may properly be brought before the meeting. Additional Membership Meetings shall be held at the call of the Executive Committee.

**Section 2. Executive Committee Meetings:** A minimum of six (6) Executive Committee Meetings shall be held each year, one of which shall be an Organizational Meeting which shall be held to elect the Vice-

Chairman and Associate Vice-Chairman. Executive Committee meetings shall be held at the call of the Chairman to review the activities of the Organization and to transact such business as may properly be brought before the meeting.

**Section 3. Meeting Notices:** Written notice of the date, time and place of the Annual Meeting, regular Membership Meetings or Executive Committee Meetings shall be faxed, e-mailed or mailed to the Members at least fourteen (14) days, and no more than thirty (30) days in advance of such meetings.

**Section 4. Rules:** Robert's Rules of Order as revised, shall be the parliamentary authority of this Association in all cases and instances.

**Section 5. Quorum:**

(A) *Membership Meetings.* A quorum for the transaction of business at Membership Meetings shall consist of the majority of the Members present provided the majority of which shall be PHBA Builder Members, and the vote of a majority of the Members present at a meeting shall be the act of the Membership.

(B) *Executive Committee/Operating Committee/Committees.* A quorum of the Executive Committee, Operating Committee or any duly authorized committee for the transaction of business shall be a majority of its members, and the vote of a majority of the members present at a meeting at which a quorum is present shall be the act of the Executive Committee, Operating Committee or Committee.

**Section 6. Voting:**

(A) *Membership Meetings.* In any meeting of the Members of the Organization, only PHBA Members in good standing shall be entitled to vote for any purpose whatsoever.

(B) *Executive Committee/Operating Committee/Committee Meetings.* In any meeting of the Executive Committee, Operating Committee or other duly authorized committee, all such committee members are entitled to vote unless as otherwise prohibited in these Bylaws.

## ARTICLE V-ELECTIONS AND VACANCIES

**Section 1. Executive Committee:**

(A) *Election.* At the Annual Meeting of the Membership, the Membership shall elect the Executive Committee.

(B) *Term of Office.* Each Executive Committee Member shall serve a term of one (1) year.

(C) *Eligibility.* Each Executive Committee Member shall be a member of PHBA

(D) *Nominations.* The Nominating Committee shall submit a written report of nominations for Executive Committee to the Members at the Annual Meeting. Independent nominations for Executive Committee may be submitted in writing, signed by three (3) or more Members to the Nominating Committee Chairman at any time prior to the calling of the vote for the election of the Executive Committee.

(E) *Removal.* Any Executive Committee member may be removed for cause by a two-thirds (2/3) vote of the Executive Committee provided a quorum is present. Cause shall be: an absence from two (2) or more consecutive meetings of the Executive Committee during a single administrative year; final conviction of a felony; declaration of an unsound mind by court order; and/or conduct prejudicial to the interests of the Organization

(F) *Vacancies.* A vacancy in the Executive Committee because of death, resignation, removal, disqualification, or otherwise may be filled by the Executive Committee for the unexpired portion of the term.

**Section 2. Officers:**

(A) *Election.* At the Organizational Meeting of the Executive Committee, the Committee shall elect from among its Members the Vice-Chairman and the Associate Vice-Chairman. At the conclusion of their respective terms, the Chairman shall automatically succeed to the office of Immediate Past Chairman and the Vice-Chairman shall automatically succeed to the office of Chairman.

(B) *Term of Office.* Officers shall be elected to a term of one (1) year.

(C) *Eligibility.* Officers must be members of the Executive Committee.

(D) *Removal.* Any Officer may be removed for cause by a two-thirds (2/3) vote of the Executive Committee provided a quorum is present. Cause shall be: an absence from two (2) consecutive meetings of the Executive Committee during a single administrative year; final conviction of a felony; declaration of an unsound mind by court order; and/or conduct prejudicial to the interests of the Organization

(E) *Vacancies.* A vacancy in the office of Chairman because of death, resignation, removal, disqualification, or otherwise may be filled by the Vice-Chairman for the unexpired portion of the term; and a vacancy in the office of Vice-Chairman and/or Associate Vice-Chairman because of death, resignation, removal, disqualification, or otherwise may be filled by the Executive Committee for the unexpired portion of their respective terms.

**ARTICLE VI-GENERAL PROVISIONS**

**Section 1. Coordination of Activities:** The Executive Committee shall coordinate all of this Organization's activities with the Executive Vice President of the Peninsula Housing & Builders Association, Inc., on all matters concerning the Organization.

**Section 2. Approval and Endorsement:** The Executive Committee shall secure approval and/or endorsement of all matters that may be contrary to the policy of the Peninsula Housing & Builders Association, Inc. from the Board of Directors of the Peninsula Housing & Builders Association, Inc.

**ARTICLE VII - AMENDMENT**

**Section 1.** These Bylaws may be amended or repealed by a majority vote of the WCBA Executive Committee with the advise and consent of PHBA Board of Directors.