

**Article 1**  
**Name and Location**

**Section 1.1. Name.** The name of this organization, pursuant to its certificate of incorporation, is the Building Industry Association of Philadelphia (“Association”).

**Section 1.2. Location.** The principle office of the Association shall be situated in such location as the Board of Directors may from time to time designate or the business of the Association may require.

**Article 2**  
**Mission Statement and Objectives**

**Section 2.1. Mission Statement.** The mission statement of this Association is to advocate for and expand the residential building industry in Philadelphia.

**Section 2.2. Objectives.** The objectives of this Association shall be:

- a. To collaborate with others of common interests to promote the residential building industry in Philadelphia;
- b. To represent and advance a positive image of the industry and the views of the Association at all levels of government and the general public;
- c. To serve as a pro-active force for positive regulatory and legislative change;
- d. To be a source of new information, education and professional development for the betterment of the industry.

**Article 3**  
**Code of Ethics**

**Section 3.1. Code of Ethics.** The members of this Association shall be limited to those persons and firms who shall subscribe to the following code of ethics:

- a. Members of this Association believe and affirm that:
  - 1) Decent housing should be within the reach of every family.
  - 2) Homes and rental dwellings should be well designed, well-constructed and well located in attractive communities, with educational, recreational, religious and shopping facilities accessible to all.
  - 3) Homes and rental dwellings should be built under the private enterprise system.

- b. To achieve these goals, we pledge allegiance to the following principles and policies:
- 1) Our paramount responsibility is to our customers, our community, and our country.
  - 2) Honesty is our guiding business policy.
  - 3) Members shall not knowingly enter into any contract, the terms of which are designed to imperil the rights of either labor or the suppliers of materials and shall not obtain any business by means of fraudulent statements or by use of implications unwarranted by fact.
  - 4) Members shall perform in a manner that is consistent with standards of quality workmanship and materials in order to promote a favorable image of the industry.
  - 5) Members shall comply with rules and regulations prescribed by law and government agencies for the health, safety and progress of the community.
  - 6) High standards of health, safety and sanitation should be built into every home and rental dwelling unit.
  - 7) Members shall deal fairly with their respective employees, subcontractors and suppliers.
  - 8) As members of a progressive industry, we encourage research to develop new materials, new building techniques, new building equipment and improved methods of single family and multi-family financing, to this end that every homeowner and resident of a rental dwelling unit may get the greatest value possible for every dollar.
  - 9) All sound legislative proposals affecting our industry and the people we serve shall have our informed and vigorous support.
  - 10) Only those officially designated by the BIA have the authority to speak on behalf of the BIA.
  - 11) No Member shall engage in conduct detrimental to the Association, as determined by the Executive Committee, in its sole and exclusive discretion.
  - 12) All Members shall treat other Members with decorum and in an effort to foster harmonious interactions and relationships and to maintain basic standards of civility in the industry.

#### **Article 4**

#### **Membership; Meetings of Members**

**Section 4.1. Classes of Membership.** Membership in this Association shall be of the following three classes whose qualifications for membership in this Association shall be as follows:

- a. **Builder Member:** Any individual, partnership, firm or corporation that is in the business of building, rebuilding, or renovating structures (including single and multi-family homes, apartments, condominiums, and cooperatives) normally

- related and appurtenant to a residential community; or in land development; who subscribes to the Code of Ethics of this Association; and whose past ethical behavior has been consistent with the Code of Ethics of this Association and the Pennsylvania Builders Association and the National Association of Home Builders, shall be eligible to become a Builder Member.
- b. Associate Member: Any individual, partnership, firm or corporation engaged in a trade, industry or profession related to home building and who subscribes to the Code of Ethics of this Association and whose past behavior has been consistent with the Code of Ethics of this Association.
  - c. Affiliate Member: Any individual who is an employee of an existing Builder or Associate Member. This class of membership provides such individuals access to the benefits of membership similarly to the primary contact of the member firm. *(Added by amendment March 23, 2016.)*
  - d. Honorary Member: Any individual, partnership, firm or corporation may be accepted as an Honorary Member at the discretion of the Board of Directors. Honorary Membership in this Association shall not include membership in the National and State Associations.

**Section 4.2. Acceptance of Members.** Applications for membership in this Association shall be processed in the following manner:

- a. Application for all classes of membership shall be submitted in writing and signed by the applicant on such form(s) as shall be approved of and provided by the Board of Directors for this purpose
- b. Applications for membership shall be accompanied by a recommendation of at least one member in good standing or the Executive Officer of the Association.
- c. Applications for all classes of membership shall contain a statement that the applicant accepts and agrees to comply with and be bound by all of the provisions contained in these Bylaws and in all amendments thereto, and a waiver of all claims against the Association, its officers, employees and Board of Directors for any and all acts or actions performed in good faith and in pursuance of the purposes and objectives of these Bylaws.
- d. No Applicants, for any classes of membership, shall be granted membership if the Executive Committee, in its sole and exclusive discretion, deems that any such applicant has violated the Code of Ethics, these Bylaws or general professional business practices.
- e. Each member shall hold harmless and indemnify the Association, its directors, agents, and employees against any and all damages, claims, losses or liabilities (including legal fees and costs) arising from or related to any claims involving

such member. This indemnity shall survive each member's termination of their membership in the Association.

- f. Each applicant meeting all the requirements of membership shall become a member of this Association upon payment of dues and acceptance by the Association's Board of Directors.

**Section 4.3. Suspension, termination and reinstatement of membership.** Suspension, termination and reinstatement of membership in this Association shall be accomplished in the following manner:

- a. The Board of Directors, by a two-thirds (2/3) vote, may suspend or revoke the membership of any member for:
  - 1) failure to meet financial obligations to the Association;
  - 2) conduct detrimental to the Association; or
  - 3) violating the Association's Bylaws, Code of Ethics, or general professional business practices after the Executive Committee of this Association has reviewed such violation. A member whose membership is being considered for suspension or revocation shall be given at least thirty (30) days written notice in advance of the meeting of the Board at which the vote to suspend or revoke membership is to be taken, and shall be afforded a reasonable opportunity to be heard by the Board.
- b. A vote of two-thirds (2/3) of the Board of Directors shall be required to reinstate any member who has been expelled or suspended pursuant to the provisions of this sub-section.
- c. No dues shall be refunded if a member is suspended or revoked.

**Section 4.4. Meetings of the Membership.** All meetings of the members shall be held at such time and place, within or without the Commonwealth of Pennsylvania, as may be determined from time to time by the Board of Directors.

- a. The annual meeting of this Association shall take place during the month of December each year or at a time and place fixed by the President.
- b. Special meetings of the members may be called at any time by the President or by a two-thirds (2/3) affirmative vote of the Board of Directors.
- c. Written notice of the date, hour and place of each meeting shall be given at least five (5) days prior to the day named for the meeting.

**Section 4.5. Voting Rights and Quorums.** All members of the Association in good standing shall be entitled to vote at meetings of the Membership except as may be provided in other Sections of these By-Laws. Firms, corporations or partnerships holding membership in the Association shall be entitled to only one (1) vote which shall be cast by a duly designated representative. A simple majority vote shall decide an issue provided a quorum is present. The presence of twenty percent (20%) of the builder members in good standing at a meeting of the membership shall constitute a quorum.

## **Article 5 Fiscal Year**

**Section 5.1. Fiscal year.** The fiscal year of this Association shall be the calendar year.

## **Article 6 Membership Dues**

**Section 6.1.** The dues of this Association shall be paid annually at a rate to be determined by the Board of Directors prior to the beginning of the next fiscal year. Membership dues shall be for a twelve (12) month period regardless of date of first membership. No dues shall be refunded if a member is suspended or dropped.

**Section 6.2.** Dues for membership in the National Association of Home Builders and the Pennsylvania Builders Association shall be paid by this Association from its treasury at the rate fixed and under the terms stated in the Bylaws of those Associations.

**Section 6.3.** The Association, at the direction of the Board of Directors, has the right to impose special assessments to members at any time it deems necessary.

## **Article 7 Board of Directors**

**Section 7.1. Composition of Board of Directors.** The number of elected directors shall be determined by the Board of Directors from time to time but shall not be less than seven (7) nor more than thirty-three (33). (*Amended January 24, 2018.*)

- a. Each director shall be a member in good standing of the Association.
- b. In addition to the persons elected as members of the Board of Directors, the Board shall consist of the past Presidents, who shall serve as Lifetime Directors. A Lifetime Director shall be a Director with all the voting

privileges, duties and responsibilities created herein. Lifetime Directors shall not be included in the count for maximum number of Directors.

- c. The directors shall be comprised of Builder and Associate members, with the majority of the Directors being elected from the Builder category. Lifetime Directors shall be included in the quantification of the ratio of Builder versus Associate members.
- d. Ex-officio and Advisory members of the Board of Directors may be appointed by the President, but shall have no voting privileges.
- e. The President shall be the Chairperson of the Board of Directors.

**Section 7.2. Election of Directors.** Elections of the Board of Directors shall be as follows:

- a. Directors shall be nominated by a Nominating Committee consisting of the Executive Committee (see Section 8.1) of the Board of Directors and the Immediate Past President. The Nominating Committee shall interview each candidate and present their final report on nominations to the Board of Directors for a vote at the January meeting of the Board. The candidate(s) receiving the highest number of votes shall be elected.
- b. The term of all Directors shall be for two (2) years on a rotation basis. Directors will be renewed for another two-year term at the discretion of the Nominating Committee at the November meeting of the Board.
- c. Vacancies on the Board occasioned by death, resignation, or under Article 7, Section 7.4 shall be filled by appointment of the President. All such appointments must be approved by the Board by a two-thirds (2/3) vote at its next scheduled meeting. The person so approved shall serve until the next annual election meeting of the Board of Directors and at the discretion of the President.

**Section 7.3. Meetings of the Board of Directors.** The Executive Committee will establish the meeting schedule for each year by December of the prior calendar year. Meetings of the Board of Directors of the Association shall be as follows:

- a. Notice of the date, hour and place of all meetings must be given to the Directors at least five (5) days in advance.
- b. Meetings of the Board of Directors shall be held at such times and places within or without the Commonwealth of Pennsylvania as the Board of Directors may from time to time appoint or as may be designated in the notice of the meeting.

- c. One or more directors may participate in any meeting of the Board of Directors, or of any committee thereof, by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting by such means shall constitute presence in person at the meeting.
- d. At all meetings of the Board of Directors, the presence of fifty percent (50%) of the elected directors in office, with at least sixty percent (60%) of that number being from the Builder category, shall constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.
- e. Special meetings of the Board of Directors may be called by the President or upon the written request from one-third (1/3) of the Board Members. Notice of the date, hour, and place of all meetings must be given to the Directors at least five (5) days in advance.
- f. Emergency meetings of the Board of Directors may be called by the President. Notice of the date, hour, and place of the meeting must be given to the Directors at least twenty-four (24) hours in advance.

**Section 7.4. Removal of Directors.** Members of the Board of Directors may be removed as follows:

- a. Voting members of the Board of Directors who miss three (3) meetings in a calendar year may be dropped from the Board by a majority vote. Excused absences will be permitted only upon written notification to the Executive Officer before or within 48 hours following such Board meeting missed and which are due to unavoidable situations and extenuating circumstances.
- b. The Board of Directors may declare vacant the office of a director who has been judicially declared of unsound mind or who has been convicted of a felony, or if within sixty (60) days after notice of his election, the director does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of qualification as these Bylaws may specify.
- c. A member of the Board of Directors who is absent from four (4) meetings in any one (1) calendar year, whether such absences are excused or unexcused, can be deemed to have resigned from the Board at the Board's discretion.

**Section 7.5. State Directors.** The President shall appoint, with the approval of the Board of Directors, members to represent this Association on the Board of Directors of the Pennsylvania Builders Association, the number to be determined by the Bylaws of that state Association. In accordance with the Bylaws of that Association, the President shall appoint himself as one representative. Alternate Directors shall also be appointed as prescribed herein to act as outlined above in the absence of a State Director.

**Section 7.6 National Directors.** Members of the Association shall be nominated by the President, with the approval of the Board of Directors, to represent this Association on the Board of Directors of the National Association of Home Builders, in accordance with the Bylaws of that Association. One Alternate Director shall also be nominated for each Director as prescribed herein to act as outlined above in the absence of the National Director.

**Section 7.7 Powers of Board of Directors.** The business and affairs of the Association shall be managed by the Board of Directors. The Board of Directors may exercise all such powers of the Association and do all such lawful acts and things as are directed or required to be exercised and done by statute, the Articles of Incorporation or these Bylaws. Directors shall not receive any compensation for services rendered as a director of the Association. Directors may be reimbursed for expenses incurred in furtherance of their duties as a director, provided the expenses are preapproved by the Executive Committee.

**Section 7.8. Director Action by Written Consent.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent or consents setting forth the action so taken signed by all of the directors in office is filed with the Secretary of the Association.

## **Article 8 Officers and Executive Committee**

**Section 8.1. Composition and Authority of Elected Officers.** The elected officers of the Association shall consist of a President, Vice President, and Treasurer and shall constitute the Executive Committee of the Association. The Administrative Officer shall participate but not have a vote. This committee shall conduct the affairs of the Association in accordance with the Bylaws, policies and instructions from the Board of Directors. It shall be the policy and steering committee of the Association, and shall be responsible for establishing a budget for financing the Association, and for all matters of policy and public statement, subject to the approval of the Board of Directors. The committee shall meet upon the call of the President.

- a. **President, who shall be a Builder Member.** The President shall be the Chairman of the Board of Directors and the chief executive officer of the Association. The President shall preside at all membership meetings and those



of the Board of Directors and Executive Committee. He or she shall appoint all committee chairpersons and shall be responsible for the general and active management of the Association, performing all duties usual to such office.

The President shall have authority to act as spokesperson for the Association and shall be in charge of all public relations concerning the industry within Philadelphia County. No other Member shall act as official spokesperson for the Association unless authorized by the President.

- b. **Vice President, who shall be a Builder Member.** The Vice President shall, in the absence or incapacity of the President or upon his or her discretion, have the authority to exercise all the powers and perform the duties of the President.
- c. **Treasurer, who shall be a Builder or Associate Member.** The Treasurer shall be responsible for the custody of the association funds and securities; shall be responsible for full and accurate accounts of receipts and disbursements in books belonging to this Association; and shall perform such other duties as may be assigned to him or her by the Board of Directors or the President.

**Section 8.2. Election of Officers.** Officers shall be nominated and elected by the Board of Directors. Candidates shall demonstrate a depth of knowledge and understanding of the issues which affect the building industry in general, the building industry in Philadelphia County, the Association and its members. Candidates shall have been a member in good standing of the Association for at least four (4) years and shall have served on the Association's Board of Directors for at least two (2) years.

Each officer shall hold office for a term of two (2) years or until his or her successor has been elected and qualified or until his earlier death, resignation or removal. Any officer may resign at any time upon written notice to the Association. The resignation shall be effective upon receipt thereof by the Association or at such subsequent time as may be specified in the notice of resignation.

**Section 8.3. Removal of Officers.** Any officer or agent of the Association may be removed by the Board of Directors whenever in its judgment the best interests of the Association will be served by such removal. The removal shall be without prejudice to the contract rights, if any, of any person so removed. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

## **Article 9 Administrative Officers and Staff**

**Section 9.1.** The following Administrative Officers and staff may be employed or engaged on a consulting basis by the Board of Directors at such rate of compensation as it may deem fair and proper.

- a. An Executive Director, who shall serve as chief administrative officer of this Association. It shall be the duty of the Executive Director to supervise staff or independent consultants and perform such other duties as may be delegated to him or her by the Board of Directors, the Executive Committee or the President. The Executive Director shall be empowered to employ and supervise adequate staff or independent consultants to carry on the business of this Association as instructed by the Board of Directors. The rates of compensation shall be those that the Board of Directors may deem fair and proper, within the limits of the fiscal budget.
- b. A General Counsel, who shall be an attorney at law, licensed to practice within the territorial jurisdiction of this Association and who shall advise the Officers, Directors, Executive Vice President and Committees of this Association in legal matters.

## **Article 10**

### **Liability and Indemnification**

**Section 10.1. Liability of Directors and Officers.** A director or officer of the Association shall stand in a fiduciary relation to the Association and shall perform his or her duties, including his or her duties as a member of any committee of the Board of Directors upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Association. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the Association.

A director of the Association shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his or her office under this section and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. These provisions shall not apply the responsibility or liability of a director pursuant to any criminal statute or the liability of a director for the payment of taxes pursuant to local, state or federal law.

**Section 10.2. Indemnification.** The Association shall, in the case of any Officer or Director, employee, committee member, his heirs, executors and administrators (collectively the “Indemnified Parties”), indemnify such Indemnified Party who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Association) by reason of the fact that such

person is or was an Authorized Representative of the Association, against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Association, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Association unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Association is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all of the circumstance of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

**Section 10.3. Procedure.** Unless ordered by a court, any indemnification under Section 10.2 or otherwise permitted by law shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

- a. by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or
- b. if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

**Section 10.4. Other Rights.** This Article shall not be exclusive of any other right which the Association may have to indemnify any person as a matter of law.

**Section 10.5. Authorized Representative.** For the purposes of this Article, the term "Authorized Representative" shall mean a Director, Officer, employee or agent of the Association or of any subsidiary of the Association.

**Section 10.6. Insurance.** The Association may purchase and maintain, at its own expense, one or more policies of insurance to protect itself and to protect any Authorized Representative of the Association against any expense, liability or loss incurred by such person as an Authorized Representative of the Association, whether or not the Association would have the authority to indemnify such person against such expense, liability or loss under this Article or under the laws of the Commonwealth of Pennsylvania.

**Section 10.7. Pennsylvania Law.** Indemnification under this Article is provided pursuant to the Non-Profit Corporation Law of 1988 and this Article is intended to provide indemnification in accordance with such statute whether the Association would have the power to so indemnify under any other provisions of law and whether the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Association. Indemnification under this Article shall not be made by the Association in any case where the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by the Non-Profit Corporation Law of 1988 or any amendments or any successor acts thereto as in effect at the time of such alleged action or failure to take action.

## **Article 11 Committees**

**Section 11.1. Committees.** The President, with the advice and consent of the Board of Directors, shall establish standing Committees for the Association except as may otherwise be specifically provided for in these Bylaws. Special Committees may be established by the President as deemed necessary by the Board of Directors. The Chairperson, Vice chairperson (if any) and members of all Committees of the Association shall be appointed by the President and shall provide updates at the meetings of the Board of Directors.

## **Article 12 Finances**

**Section 12.1. Depositories.** Dues and other monies collected by the Association shall be placed in a depository or depositories as selected by the Board of Directors, and payments from the funds of this Association shall be made as authorized by the Board of Directors.

**Section 12.2. Adoption of Budget.** The Board of Directors shall, prior to the beginning of the next fiscal year, adopt a budget for each calendar year, and this Association shall function within the totals of such a budget. Any expenditures in excess of such budget must be authorized by the Board of Directors.

**Section 12.3. Bond.** The Treasurer, the other Officers, and staff or consultants handling the funds of this Association shall furnish a bond at the expense of the Association in such amount as the Board of Directors may determine.

**Section 12.4. Annual Financial Review.** There shall be an annual 990 of the finances of this Association prepared by a Certified Public Accountant, and this, together with the report of the Treasurer, shall be submitted to the Board of Directors. Monthly financial reports, copies of bank statements and any other report deemed necessary shall

be presented to the Board at the meetings held. The Board may request annual compiled financial statements.

**Article 13**  
**Rules of Procedure**

**Section 13.1. Robert's Rules.** Robert's Rules of Order shall govern the procedures at all meetings of this Association.

**Article 14**  
**Amendments**

**Section 14.1. Amending the Bylaws.** Except as provided in Section 5504(b) of the NPCL, these Bylaws may be amended or repealed, and new Bylaws adopted, by a vote of two-thirds (2/3) of the members of the Board of Directors at any regular or special meeting duly convened provided a quorum exists and provided further that a copy of the proposed amendments shall have been emailed to each Board Member of the Association not less than five (5) days prior to the meeting at which action is to be taken, subject to the power of the members to change such action of the Board of Directors.

**Adopted by the Board of Directors 25th day of April, 2018.**

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James Maransky, President

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Leo Addimando, Vice President

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Gary Jonas, Treasurer