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Article I Purpose & Mission Statement

Purpose This non-profit organization shall be known as the Council Bluffs Building Trades Association. Its purpose shall be to promote and encourage all aspects of the business of construction.

Mission Statement The Council Bluffs Building Trades Association mission shall be: Improving the public perception of the industry. Provide forums for sharing information and enhancing professional development. Promote the views of the building industry to the local and regional governing bodies. Further business opportunities and social interaction for networking among members and community leaders.

Article II Membership

1. Membership Individual memberships can be obtained in this Association if: The individual is engaged in any construction

related trades or in any business allied to a construction related trades. The Individual should be of good character and business reputation. The Individual must agree to abide by the provision of the By-Laws of this Association. The Individual must as a member subscribe to the Purposes and Mission Statement of this Association. The Individual must meet with the approval of the Board of Directors.

2. Acceptance of Memberships Application for individual membership in this Association shall be:

A) Candidate shall submit his/her completed application in writing to the Executive officer. An Application form is supplied by this Association containing and agreement to abide by the By-Laws and observe the Code of Ethics of this Association.

B) Application may be endorsed by one member in good standing and shall be accompanied by a Payment in an amount sufficient to cover the current year dues plus the initiation fee in advance. All payments so made shall be returned in full if membership is not approved.

C) Board of Directors shall review all application for membership. Said candidates shall be considered elected to membership if approved by two-thirds (2/3) of the Board of Directors.

3. Suspension and Revocation of Membership the Board of Directors by a two-thirds (2/3) vote, provided a quorum is present, may suspend or revoke the membership of any member for conduct detrimental to this association.

A) Any member shall be given at least a thirty (30) days notice for a hearing before the Executive Committee, and this committee shall determine if the matter should be brought to the attention of the Board.

B) Any member who fails to pay his/her dues within ninety (90) days after said dues have become payable shall be automatically suspended from membership in this association.

C) A vote of two-thirds (2/3) of the board, provided a quorum is present, shall be required to reinstate any membership

suspended or revoked under this section. Reinstatement shall be subject to such terms and conditions as the board may impose.

Article III Dues and Initiations Fees

1. Dues the dues of this Association shall be payable annually in advance at the rate established by the Board of Directors. Dues are due each year in September. All new Members are required to pay full years dues upon application (members that joins after April 1st of the year, will not be required to pay the following year's annual dues (due in September) Alternate payment plans may be established from time to time for the purpose of membership retention at the discretion of the Board of Directors.

2. Initiation An initiation fee for new members of this association may be payable at the time of application. Initiation fee is at a rate established by the Board of Directors, such fee to be returned if membership is not approved.

Article IV Meetings of the Membership

1. Meetings of this Association shall be as follows:

A) An Annual meeting of the membership of this Association shall be held each May, or at such other time as the Board may designate, for the express purpose of election Officers and new Directors for the Board. Also at this time the Board of Directors can take up such other matters as may properly come before the General Membership.

B) Regular meeting of the Membership of this Association shall be held on the third Tuesday of each month, or at such other time as the Board of Directors may designate.

C) Special meeting of the membership of this Association may be called by the President, or if requested in writing, by a majority of the members of the Board of Directors.

D) Notice shall be given of the date, hour, and place of all meeting to each member at least three (3) days in advance.

2. Voting.

A) All individual Association Members, in good standing, shall be entitled to vote at meeting of the membership, except as may be

provided in other section of these by-laws. Individual membership in this association shall be entitled to one (1) vote.

B.) A simple majority vote shall decide an issue provides a quorum is present at meeting of the membership.

3) Quorums. The presence of twenty five percent (25%) of the members in good standing with the association shall constitute a quorum.

Article V Board of Directors

1. Composition and Authority. The Association at its annual meeting shall elect at least three (3) but no more than six (6) local directors. The total Officers, Executive Officer and Directors to be twelve (12). A Director so elected shall hold the office for two (2) calendar year periods. The Board of Directors shall be the governing organization of the Association.

A. the President, 1st Vice President, 2nd Vice President, and Executive Officer, shall be member of the Board of Directors with full voting powers.

2. Ex-Officio Members Ex-officio member of this Association and their voting power shall be as follows:

A. The immediate Past President of this Association shall be an ex-officio members with no voting power unless duly elected as a member of the Board.

B. Past Presidents, excluding the immediate past president, shall be ex-officio members with no voting power unless duly elected as a member of the Board.

3. Chairman: The President shall be the chairman of the Board of Directors.

4. Vacancies. Vacancies on the Board because of disability, death, resignation, or unjustified absence of two consecutive Board meeting shall be filled by appointment of the President, subject to the concurrence of a majority of the Board of Directors. Persons appointed will serve until the next annual meeting of the membership.

A.) Any member of the Board of Directors may be removed from office if such member becomes inactive in the business, files for bankruptcy or show lack of ethical scruples subject to the concurrence of a majority of the Executive Committee of this Association.

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

A) Regular meetings of the Board of Directors shall be held on the first Tuesday of each month or such other time as the Board may direct.

B) Special meetings of the Board of Directors may be called by the President or upon formal request in writing by a majority of the directors.

C) Notice of the date, hour, and place of all special meetings shall be given to the directors at least three (3) days in advance.

6. Voting

A) All members of the Board of Directors shall be entitled to vote at Board meetings except as may be provided in other sections of these by-laws.

B) A simple majority vote shall decide an issue provided a quorum is present at any meeting of the Board of Directors. This section shall not apply to voting amendment to these by-laws

7) Quorum. The presence of (2/3) of the directors shall constitute a quorum

Article VI Elective Officers

1. Officers. The following officers shall move through the ranks to President, The 2nd Vice President is chosen by the Board of Directors at the first summer meeting, following the annual meeting. The 2nd Vice President serves for one calendar year than moves to become the 1st Vice President for a term of one calendar year. 1st Vice President is moved up to President with a vote from the general membership at the Annual meeting. An officer shall not hold the same office for more than two (2) consecutive calendar year periods.

A) A President shall be a member of the Association. The President shall be the Chief Officer of this Association. The President shall preside at its general membership meetings, and those meetings of the Board of Directors, and any Executive Committee meetings. The President shall be the official spokesperson of this Association in matters of public policy. The President shall appoint, with approval of the Board of Directors, all committees chairs and members and shall be an ex-officio member of all committees. The President shall serve as chairman of the Public Relations Committee, and shall perform all other duties usual to such office.

B) 1st Vice President, who shall be a member of the Association. The 1st Vice President shall perform such duties as are assigned to him/her by the President. The 1st Vice President shall, in the absence of the President, or upon his/her direction, perform all of the duties of the President. The 1st Vice President shall also serve on the Executive Committee and serve as Chairperson of the Program Committee and Chairperson Legislation Committee.

C) 2nd Vice President, who shall be a member of the Association. The 2nd Vice President shall perform such duties as are assigned to him/her by the President. The 2nd Vice President shall serve on the Executive Committee and Serve as Chairperson of the Membership Committee and the Chairperson of the Association's Advisory Council Policy Committee.

D) Executive Officer is an employee of the Association. The Executive Officer shall be a member of the Association. The Executive Officer will be responsible for keeping a record of the official proceeding of the Association and its Board of Directors meetings. The Executive Officer is responsible to the for an of all monies collected and disbursed by the Association and shall render a monthly report to the Board of Directors. The Executive Officer shall serve on the Executive Committee. The Executive Officer is responsible to keep the Committee records. The Executive Officer will be

authorized to open bank accounts as needed for the Association. The Executive Officer is authorized to sign contracts on behalf of the Association. Upon direction of the President, the Executive Officer may perform other duties appropriate to his/her office.

2. Succession of Office

A) In the event of the absence, disability, resignation, death, or other incapacity of the President, then the 1st Vice President shall act as President of the Association. The officer so designated to act as President shall serve until such time as the Board of Directors names from among its members a President to fill out the unexpired term.

B) In the event of a vacancy, other than in the office of the President, the Board of Directors shall name from among its members a successor to fill out the unexpired term.

C) Determination of whether or not an office is incapacitated shall be within the sole and exclusive discretion of the Board of Directors, whose decision on such matters shall be final.

D) Any officer may be removed from office if such officer becomes inactive in the business, files bankruptcy or shows lack of ethical scruples, subject to the concurrence of a majority of the Board of Directors.

Article VII Administrative Officers

1. Executive Officer An Executive Officer may be employed by the Board of Directors as such rate of compensation as it deems fair and proper.

A) The Executive Officer shall serve as the chief administrative officer of the Association.

The Executive Officer shall perform the duties and responsibilities delegated to such person by the Board of Directors. The Executive Committee and the President: and to perform all other functions as usual to such office (Attach is description of Executive Officers Job Duties)

B) The Executive Officer shall be empowered to supervise an adequate staff to carry on the business of this Association as

instructed by the Board of Directors, The Executive Committee, and the President. The rates of compensation shall be those that the Board may deem fair and proper, within the limitation of the fiscal budget.

C) The executive Officer shall attend Committee Meeting to report and implement as directed by the committee.

D) The Executive Officer shall be Bonded at a rate agreed upon by the Board of Directors.

2. Legal Counselor A Legal Counselor may be employed by the Board of Directors from time to time at such rate of compensation as it deems fair and proper.

A) The Legal Counselor shall be an attorney-at-law who is licensed to practice within the territorial jurisdiction of this Association.

B) The Legal Counselor shall advise the Officers, Directors, and various Committees of this Association in legal matters and shall represent the Association in special interest cases as the Board of Directors deems appropriate.

Article VIII Elections

1. Nominating Committee

A) The Board of Directors will be the Nominating Committee. The 1st Vice President will be chairperson of the Nominating Committee.

B) The Committee shall solicit the membership, consider recommendations, and shall nominate officers and local directors as follows:

1) The current 1st Vice President for the Position of President

2) The current 2nd Vice President for the Position of 1st Vice President

3) Not less than three (3) nor more than six (6) candidates, to serve as local directors for two (2) calendar year periods.

Permission from all nominated members will be conducted through a phone call by the Executive Officer prior to placing on the election ballot for the annual meeting.

C) The Committee may brief each candidate for office or directorship at an orientation meeting prior to the first General Meeting of the year. (September).

D) The Committee may prepare for publication to all of the members at least ten (10) day prior to the annual meeting, and election ballot of the committee's recommended nomination for each office and directorship.

2. Nomination and Voting.

A) The Nominating Committee's slate of candidates shall be prepared on ballots to include the member's name and company to correspond to the position being sought for election.

1) There shall be no restriction for nominations for the position of Director, except as may otherwise be specifically provided for in these by-laws. It is recommended that any member being nominated for a Director Position be a member in good standing of the Association for at least one (1) calendar year.

B) At the monthly meeting prior to the annual meeting, a request for Nominations from the floor shall be reviewed by the Board of Directors and added to the ballot.

C) Ballots shall be collected and counted by the Chairperson of the nominating committee and Executive Officer.

D) There shall be no proxy votes.

E) Members in good standing may vote by absentee ballot, provided said ballot is received before the elections take place at the annual meeting of the membership.

F) The candidates receiving the most votes for each office and directorship shall be considered elected. In the case of a tie, additional ballot votes shall be cast by qualifying voting members on forms provide for this specific purpose.

Article IX Committees

1. The President with the advice and consent of the Board of Directors may upon taking office establish standing committees for the Association except as may otherwise be specifically provided for in these by-laws.

2. The Chairmen of all committees of the Association shall be appointed by the President except as otherwise specifically provided for in these By-Laws. The President may help Chairperson's appoint committee members. Where the President does not help appoint complete committee personnel, each committee chairperson shall appoint the committee members.

3. A President may, with the advice and consent of the Board of Directors, remove the chairperson or members of any committee appointed pursuant to this article.

4. Special Committees may be appointed by the President as he/she may from time to time be deemed advisable.

5. Meeting of all committees shall be upon the call of the chairperson except as otherwise specifically provided for in these By-Laws. Committee meetings shall be held whenever possible.

6. All members of the Board of Directors should serve on at least one committee during the calendar year period.

7. Committee chairpersons, who are not members of the Board of Directors, are encouraged to report to Board of Directors, either through the President or the Executive Officer.

8. A simple majority vote in the committee shall decide an issue provided a quorum is present.

9. A quorum for any committee meeting shall be those members present to include not less than three members.

10. There shall be the following standing committees including all others as specifically provided for in these By-Laws.

A) Executive Committee shall consist of the President who shall be the Chair person of this committee, 1st Vice President, 2nd Vice President, Executive Officer, and immediate Past President. This committee shall conduct the affairs of the Association and shall be responsible for implementation of all matters of policy and public statement subject to the approval of the Board of Directors. Specific procedures of this committee shall be as follows:

1) The committee should meet as needed. Special meeting may be held upon the call of the President or by the majority of the

other members of this committee. Reasonable notice shall be given of the time and place of the special meeting, and members calling such a meeting must be in attendance for the meeting to be valid.

2) This committee is also the Ethics Committee, and shall review such matters that are applicable to the conduct of the membership in the Association. The committee shall hold hearings as deemed appropriate, and shall make recommendations to the Board of Directors, as to any actions needed to be taken.

3) This committee is also the Finance Committee and should establish a budget for each calendar year period to insure the proper functioning of the Association's staff and activities. Final approval and adoption of the budget shall be made by the Board of Directors and this Association shall function within the total of such budget.

4) The committee shall evaluate Staff Performance, and shall review all actions and recommendations of the Association's committees. When deemed appropriate, the committee shall bring such evaluations and recommendations to the attention of the Board of Directors.

5) The committee shall perform such other duties to insure that the Association's position on the current issues, goals, policies, and programs are meeting the needs of the membership.

B) Membership Committee shall be chaired by the 2nd Vice President and shall consist of the Board of Directors of this Association.

C) Program Committee shall be chaired by the 1st Vice President and shall consist of the Education Committee chairperson, Social Committee chairperson, and one (1) member of the Board of Directors. This Committee is responsible for arranging the details of the Association's general and annual meetings and any other programs as may be deemed necessary by the Board of Directors.

D) Public Relations Committee shall be chaired by the President and may consist of a member from each of the Association's Committees for a calendar year period. This Committee shall promote the image of the Association, its members, and special events and activities of the Association.

Article X Finances

1. Fiscal Year The fiscal year of this Association shall be the year commencing on the first day of September and terminated on the last day of August of the following year.

2. Depository. Dues and other monies collected by the Association shall be placed in a depository selected by the Board of Directors. Two people need to be on the signature card at the Bank. The Executive Officer and one other officer will be on the signature card at the Bank. (President, 1st Vice President, or 2nd Vice President.)

3. Bonded. The Executive Officer can be bonded by the Association at its expense and for an amount to be determined by the Board of Directors.

4. Expenditures Any Expenditure in excess of the approved annual budget must be authorized by the Board of Directors.

5. Audit There should be an audit of the finances of this association by an independent accountant which shall be submitted to the Board of Directors. The Board should review the qualification of the accountant and should re-employ said accountant if the Board deems it fair and proper.

NOTE: The October 2005 Board of Directors meeting changed the wording from Audit to Review.

Article XI Councils

1. This Association may have an Associates Advisory Council, a Developer's Council, and any other Councils as may be authorized by the Board of Directors to service the various and specialized interests of members. The Board of Directors shall consider the following criteria in authorizing councils:

A) A need and general interest in such a Council

B) A written request for such a Council Submitted by less than ten(10) members in good standing indicating their willingness to participate as members in the specific or particular Council upon its authorization.

C) A statement of purpose and objectives of the Council not in conflict with the objectives and By-Laws of this Association and of a previously established Council of this Association.

2. Council membership shall be in the same company name as Association individual membership and shall be open to any builder member or associate member in good standing with this Association. A member may join more than one council simultaneously if the member has vested interest in the purposes and objectives of the specific councils.

3. A Council, within thirty (30) days of the end of the calendar year, shall elect from its membership, a Chairman, Vice Chairman, and three other member to serve as the Council's Policy Committee.

The Executive Officer of the Association shall be on the Associates Advisory Council's Policy Committee. The Policy Committee may authorize and appoint committees for the Council.

A) A Member shall not serve more than three consecutive one-year terms on the Policy Committee of any one Council, or more than two consecutive one-year terms as Council Chairman on any one Council.

B) The Chairman or Vice Chairman shall preside at their respective Council Meetings and shall have such other duties as may be delegated to them by the council.

C) Council Chairmen shall be ex-officio member of this Association's Board of Directors with full voting powers.

4. Each Council shall operate on a calendar year basis. September 1st to August 31st.

5. Each Council may hold an annual meeting during the calendar year at a time selected by the Policy Committee

A) Special meetings may be called by the Council Chairman or upon the written request of a majority of the Council.

B) Notice of all Council meetings shall be given to each Council Member at least three (3) days prior to such meeting.

1) A quorum for any Council meeting shall be those members present.

6. The Amount for dues and assessments and when payable for Council Membership, if any shall be determined by the Association's Board of Directors from time to time as recommended by the Policy Committee of a Council.

7. Each Council shall prepare and submit to the Association's Board of Directors for approval an overall program for the Council and a budget recommendation for the Council for each calendar year.

8. Council Members shall not have authority to enter into agreements binding or obligating this Association or creating financial obligations outside its approved budget without expressed approval of the Association's Board of Directors.

9. All Council Meetings and activities shall be programmed, administered and coordinated through the Association's office or Executive Officer.

Article XII Notices

Members shall furnish the Executive Officer with their official addresses. The mailing of any notice to the last known official address shall be deemed service of such notice or notices upon them as of the date of the mailing.

Article XIII Rules of Procedure

1. Robert's Rules of Order shall govern the parliamentary procedure of the meetings of the Association provided for in these By-Laws.

2. All requests must be brought to the Board of Directors. A request must be submitted in writing to the Executive Officer 10 days prior to a Board Meeting. Executive Officer shall advise the

Board of Directors and President of the Contents and put on agenda for action if any is needed.

3. Copies of any and all correspondence for the Council Bluff Building Trades Association are to be held by the Executive Officer.

Article XIV Amendments

These By-Laws may be amended, altered, substituted or repealed by two thirds vote (2/3) of the Board of Directors at any meeting provided:

- A) The attendance of such meeting constitutes a quorum, and
- B) That a copy of any proposed amendment shall have been provide to each member of the Board in Advance.

Original Dated this 23rd day of March 1987, in Council Bluffs, Pottawattamie County, Iowa

Amended this 5th day of March, 2002 By the Board of Directors.

Amended this 7th day of January 2003 by the Board of Directors.

Revised version Adapted this 2nd day of November, 2004, by the Board of Directors.

Original signatures of the Board of Directors on File. Mary Berryman, President, Glen Tiessen, 1stVice President, Russ Cain, Michael B. Allmon, Dan Woellhof, Past President, Kevin Walter, Jennifer Doebelin, Thomas Liston, Brian Jensen, John E. Liston, 2nd Vice President, Robert J Olsen, Chris Ritter, Executive Officer.

Council Bluffs Building Trades Association CODE OF ETHICS

Members of the Council Bluffs Building Trades Association subscribe to the following Code of Ethics:

- Members shall constantly seek to provide better values for the customers they serve
- Members shall at all times be helpful and informative with fellow member and the in the best interest of those they serve.
- Member shall not obtain any business by means of fraudulent statements or by use of implication 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 progress of the community.

-Members shall not perform or cause to perform any act which would tend to reflect on or bring into disrepute any part of the industry served by this Association.