

**EXECUTIVE OFFICERS COUNCIL  
PENNSYLVANIA BUILDERS ASSOCIATION  
By-Laws**

**ARTICLE I. Name and Offices**

Section 1. The name of this organization shall be the Executive Officers Council (herein after referred to as the EOC) of the Pennsylvania Builders Association (hereinafter referred to as the PBA).

Section 2. The offices of the EOC shall be at the principal offices of the PBA.

**ARTICLE II. Purposes and Objectives**

Section 1. The purpose of the EOC shall be to encourage and assist the professional development of the staff of affiliated local Builders Associations through educational programs, seminars, the exchange of information, and support from the PBA.

Section 2. The objectives of the EOC shall be:

- a. To promote sound, efficient and progressive practices in the administration and management of local affiliated associations.
- b. To foster cooperation, continued support and facilitate the exchange of experience, information and ideas among its members.
- c. To facilitate cooperation and understanding between its members and the volunteer leadership and staff of PBA.

**ARTICLE III. Membership**

Membership in the EOC shall be open to all staff persons and/or volunteer administrators of local association affiliated with PBA and the PBA chief staff executive. The chief elected officer of PBA shall serve as an ex-officio member.

Section I. Voting privileges:

- a. Only the chief paid and/or volunteer administrators of local associations or chapters affiliated with PBA, and the chief paid administrator of PBA, shall have voting privileges on matters requiring approval of the EOC membership.

Section 2. Honorary Member

- a. Any individual who no longer meet the qualifications outlined in Article III, Section 1, and Section 2a and b above but have completed fifteen years of continuous service.

#### **ARTICLE IV. Funding.**

Funds to support the EOC annual budget shall be appropriated by PBA during their annual budgeting process, with input from the EOC President based on recommendations from the EOC Secretary/Treasurer.

#### **ARTICLE V. Meetings**

Section 1. Annual: There shall be an Annual Meeting of the EOC at a time and place to be set by the EOC Board of Directors, in conjunction with a PBA Board of Directors Meeting, to elect officers and to transact other business. Notice of such meeting shall be mailed to the last recorded address of each member of the EOC at least fourteen days before the time appointed for the meeting.

Section 2. Regular: Regular meetings of the EOC shall be held in conjunction with the PBA regularly scheduled Board of Directors meetings, at such locations as are designated by the PBA. Notice of time and place shall be communicated electronically to the last recorded address of each active member of the EOC at least fourteen days in advance of each meeting.

Section 3. Special: Such special meetings of the EOC will be called from time to time by the President upon request of any five members of the EOC with voting privileges. Notice of any special meeting shall be communicated electronically to the last recorded address of each member of the EOC at least thirty days in advance of the meeting, with a statement of time and place and information as to the subject or subjects to be considered.

Section 4. Quorum: Fifteen percent of the members with voting privileges present at the Annual Meeting of the EOC shall constitute a quorum for voting purposes.

Section 5. Order of Business: In its order of business and general conduct, the EOC shall conform to the customary rules and procedures. The order of business may be altered or suspended at any meeting by majority vote of the members with voting privileges present. The rules of parliamentary procedure set forth in "Robert's Rules of Order" shall govern all deliberations, when not in conflict with the bylaws.

#### **ARTICLE VI. Board of Directors**

Section 1. Responsibilities: The Board of Directors shall be responsible for the supervision, control and direction of the affairs of the EOC, shall establish or amend its policies and procedures within the limits of the bylaws, shall actively pursue its purposes and shall make all determinates regarding the incurring of any debt, expenditures or disbursements of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents, as it may consider necessary.

Section 2. Composition: The Board of Directors shall be composed of EOC Members (who satisfy the requirements of section 1.a Article III.) and those holding the following offices:

President

Vice President

Secretary/Treasurer

EOC Immediate Past President

All individuals who satisfy the requirement of section 1.a Article III.

Section 3. Meetings: The Board of Directors shall meet no fewer than three times a year in conjunction with the regular meetings of the EOC. A majority of the Board of Directors shall constitute a quorum at any meetings of the Board.

Section 4. Vacancies: For vacancies in the officer positions of the Board of Directors, the normal ascension procedure will be followed.

## **ARTICLE VII. Officers**

Section 1. The elected officers of the EOC shall be a President, Vice President, and Secretary/Treasurer. These officers shall be elected annually by the members with voting privileges at the annual meeting. Election shall be by ballot and a majority of the votes cast shall elect. In the case of an uncontested election, a majority of the membership may elect by voice vote.

Section 2. Each elected Officer and Director shall take office immediately upon election and shall serve for a term of one year or until his successor is duly qualified, elected and installed.

Section 3. The President shall preside at all meetings of the EOC and the Board of Directors. Between meetings, he/she shall have the authority and responsibility to represent the EOC, subject to its generally accepted and declared policies. The President shall, by virtue of the office, represent the EOC before the Executive Committee of the PBA, serve on the Builder Service, Inc. and shall perform all other duties usual to such office.

Section 4. The Vice President shall serve as the presiding officer of the EOC Board of Directors in the absence of the President. In the event the president is disqualified, resigns, or becomes unable for any reason after his election to fulfill his duties, the Vice President shall serve the balance of the President's term.

Section 5. The Secretary/Treasurer shall give notice of and attend all meetings of the EOC Board of Directors and keep a record of all proceedings. The Secretary/Treasurer shall attest to documents and keep an account of all monies received and expended for

the use of the EOC, and present a report of the financial status of the EOC at each Board meeting and Annual Meeting.

#### **ARTICLE VIII. Committees, Special Committee, and Committee Liaisons**

The President, subject to the approval of the Board of Directors, shall appoint representatives to committees, special committee and to serve as PBA Committee liaisons as may be required by the bylaws or as he may find necessary.

#### **ARTICLE IX. Nominations and Elections**

The Nominating Committee shall be composed of the Immediate Past President who shall act as Chair, current President and one other member of the EOC selected by the President. It shall be the duty of the Nominating Committee to select candidates for each of the following offices:

Section 1. Secretary/Treasurer: At least one candidate, subject to the qualifications set forth in Article IX. Section 5.

Section 2. Vice President: The current Treasurer of the EOC shall be the presumed nominee for the Vice President position, provided the person has expressed a willingness to serve, unless other qualified candidates have presented their credentials to the chairman of the Nominating Committee prior to the meeting of the committee. In any instance, the Nominating Committee shall present at least one candidate.

Section 3. President: The current Vice President of the EOC shall be the presumed nominee for the Vice President position, provided the person has expressed a willingness to serve, unless other qualified candidates have presented their credentials to the chairman of the Nominating Committee prior to the meeting of the committee. In any instance, the Nominating Committee shall present at least one candidate.

Section 4. Qualifications:

- a. Each officer shall have served as an elected Director of the EOC for one complete term and shall have acquired a minimum of three years experience as the chief administrative officer of a local affiliated association prior to election or equivalent position in another association.
- b. Candidates for the position of an Officer must have received, prior to their nomination, a written resolution or endorsement of support in their candidacy, from the own Association's Board of Directors demonstrating they have the support of their Association leadership to serve as an officer of the EOC.

Section 5. The report of the Nominating Committee shall be sent in writing to all members of the EOC not later than ten days before the Annual Meeting of the EOC.

Section 6. Election of Officers and Directors. Elections shall be conducted by the President at the Annual Meeting of the membership. Each eligible member (as defined by section 1.a Article III.) shall be entitled to one vote or ballot for each of the positions to be filled. In the case of balloting, any ballot containing more than the number of votes equal to the number of offices to be filled, or with duplication, shall be invalidated.

- a. The ballots shall be counted by a Teller Committee, composed of three active members appointed by the President, and a complete record of voting shall be certified in writing to the President.
- b. In the event of a tie affecting an election, a reballotting shall be conducted for the position affected.

#### **ARTICLE X. Amendments**

These bylaws may be amended at any regular meeting of the EOC, provided notice of the proposed amendment is circulated in writing to the entire membership at least 30 days prior to the meeting. A majority vote is required for passage. Such proposed amendments may be amended at the regular meeting with a two-thirds vote, provided that the amendment is germane to the original proposal.

Revised July 23, 2010 by EOC Board  
Revised November 8, 2013 by EOC Board  
Revised October 28, 2016 by EOC Board