



ASSOCIATION BY LAWS

As Adopted at HPMA 7/24/2008 Annual Business Meeting

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House Plan Marketing Association By Laws

ARTICLE I: NAME, LOCATION AND FISCAL YEAR

Section 1: Name

- A. The Name of this association shall be the **House Plan Marketing Association**, here-in-after referred to as the Association or HPMA. The Association shall be comprised of members who are actively involved or are interested in the concerns of the pre-drawn house plan market.

- B. The Association shall develop and adopt a logo design signifying the name House Plan Marketing Association. This logo shall be used on all official advertising, letterheads and other documents and correspondence including all electronic media and communications. This logo shall also be registered and maintained with the United States trademark office.

Section 2: Location

- A. Offices of the international headquarters shall be located in a state as determined by the Association Board of Directors. The Association shall be incorporated as a nonprofit corporation in the state, or states, as designated by the Board of Directors.

Section 3: Fiscal Year

- A. The Fiscal year for the Association shall be July 1 each year to June 30 of the next calendar year.

ARTICLE II: PURPOSE OF THE ASSOCIATION

SECTION 1: The Purpose of this Association shall be:

- A. To unite, promote and protect the interests of members, customers and the pre-drawn house plan industry and to create a forum for discussion between Designers, Publishers and Affiliates.
- B. To establish product standards and promote excellence in uniformity and quality.
- C. To establish and protect Copyright standards in the industry.
- D. To establish policy, guidelines and standards for the industry.
- E. To establish a method and policy for the resolution of problems within the industry.

ARTICLE III: CODE OF ETHICS

SECTION 1: Code of Ethics:

- A. Members shall strive to serve the public in every aspect of both professional and ethical conduct.
- B. Members shall keep themselves informed of all pertinent laws, ordinances and building codes.

- C. Members shall not engage in, assist, or be a party to any business practice which is or could be fraudulent, illegal, or deceptive.
- D. Members shall not knowingly infringe on the copyright of another's work either in the profession or in business practice.
- E. Members are encouraged to be involved in community and civic activities that are beneficial to their community, state or nation.
- F. Members shall not discriminate in their professional conduct on the basis of race, religion, gender, sexual orientation, physical/mental disability or national origin.
- G. Members shall conduct their professional activities contributing to the health, welfare and safety of the public and to the advancement and understanding of their profession.

SECTION 2: Enforcement:

- A. Such remedies shall enforce this Code of Ethics and Conduct and resolutions as may be adopted by the Association's Board of Directors and maintained in the Book of Rules.

ARTICLE IV: MEMBERSHIP

SECTION 1: Eligibility:

- A. Any individual, firm or organization, meeting the qualifications and requirements set forth in this Article shall be eligible for membership in the Association, upon approval of their application by the Association's Executive Committee, or their designator, and payment of the appropriate fees and dues as set forth in the Book of Rules.
- B. Applicants who have been judged by a court of law or by this Association's Resolutions Committee as guilty of copyright infringement in the previous three years prior to application will not be considered eligible for membership. Applicants may reapply once the three year period is completed providing they do not have any outstanding copyright complaints or legal action pending.
- C. Applications for membership shall be processed in accordance with procedures and standards as adopted in these by laws and Book of Rules by the Association's Board of Directors.
- D. All members in good standing shall be entitled to all rights and privileges provided for by the Board of Directors and stipulated in the Book of Rules.

SECTION 2: Classifications:

- A. **Publishers:** Any individual, firm or organization engaged in publishing and offering the sale of pre-drawn home plans prepared by others outside their direct employ.
- B. **House Plan Designers and Architects:** Any individual, firm or organization of professional home designer(s) and/or architect(s) engaged in the practice of designing and producing residential working drawings that are marketed and sold through the services of publishers as described in item "A" above, or who market themselves directly, through print publication or electronic media.
- C. **Affiliates:** Any individual, firm or organization affiliated with the pre-drawn plan industry but not qualifying under the descriptions above.

SECTION 3: Termination, Suspension and Reinstatement of Membership:

- A. The membership of any individual, firm or organization may be censured, suspended or terminated by a majority vote of the Association's Board of Directors.
- B. Termination of membership is automatic for non-payment of dues or fees in full, ninety (90) days after they become due without action by the Association's Board of Directors. Reinstatement shall also be automatic if all outstanding dues and or fees are paid in full within 180 days of termination. After such date, reapplication for membership will be required.
- C. When a member is judged guilty of willful copyright infringement, the first violation will cause a loss of privileges, as may be determined in the Book of Rules, for a period of two years. That member will be considered "not in good standing". A second violation in that two-year period will automatically terminate membership. If a member is placed in "not in good standing" status three times, they will have their membership permanently terminated and will not be eligible for reapplication.
- D. Termination of any individual, firm or organization for any reason will require the loss of all membership privileges including, but not limited to, all products that have received HPMA certification seals.
- E. Termination may be appealed per the procedures established in the Book of Rules.
- F. Membership and privileges of any individual, firm or organization censured, suspended or terminated within the By Law stipulations other than non-payment of dues or fees, must be reinstated by a majority vote of the Association's Board of Directors.

ARTICLE V: GOVERNMENT

SECTION 1: Board of Directors:

- A. **Representation:** The Board of Directors shall consist of four (4) Designer members, four (4) Publisher members and one (1) Affiliate members. Directors of the Association shall be elected from the membership in good standing.
- B. **Election and Tenure:** The Membership of the Association shall elect the Board of Directors by mail ballot. The Designer and Publisher members shall be elected to serve a two year term; half shall be nominated and elected each year. Affiliate members shall serve a one year term. Term of office shall commence and end on the same dates as the Associations' fiscal year.
- C. **Resignations:** Members of the Board may resign at any time, by rendering written notice to the President. Any resignation shall be deemed to be effective as of the date of receipt. The acceptance of such resignation shall not be necessary in order for it to take effect.
- D. **Removal:** A member of the Board may be removed from the Board, by a 2/3 vote of the members present at any meeting of the Board, convened and constituted as herein provided. A removed member shall not be reelected for the duration of that fiscal year.
- E. **Vacancy:** The President shall appoint a director to fill the unexpired term of office who is of the same membership classification as the former director. The appointee must be a member in good standing of the Association.

SECTION 2: Executive Committee

- A. **Members:** The Executive Committee shall include the elected officers of the Association and the Immediate Past President.
- B. **Experience:** All members of the Executive Committee prior to election to office must have served at least one full two year term on the Board of Directors.
- C. **President:** The President shall be the Chief Executive Officer of the Association and shall, subject to the instructions of the Board of Directors, the By Laws and with the assistance of the Executive Committee, direct the business and affairs of the Association. The President shall preside at all meetings of the Board of Directors and the Executive Committee, and shall have the authority to appoint and shall be an ex-officio member of all standing Committees. The President shall also serve as the spokesperson for the Association.
- D. **Vice-President:** The Vice President shall assist and shall, in the absence or disability of the President, as first in the line of succession, perform the duties, execute the authority of the President and shall carry out such other duties as the President or Board of Directors may prescribe.
- E. **Secretary:** The Secretary shall, under the direction of the President, perform all such duties as are usually performed by secretaries of similar associations including:
 - a. Keep, or cause to be kept, a book of minutes of all conventions, meetings of the Board of Directors and the Executive Committee.
 - b. Give notice of all meetings in accordance with these By Laws.
 - c. Maintain the records of the Institute
 - d. Maintain an up-to-date and accurate roster of all members of the Institute.
 - e. Maintain a Book of Rules, which will include any action by convention or the Board of Directors, which shall have any continuing effect upon, or within, the Association. The Secretary shall bring to the attention of the Board of Directors, any rule which ceases to be effective or in the opinion of the Board of Directors, should no longer be effective. This Book of Rules shall be brought to the attention of each new member of the Board of Directors, in writing.
 - f. When an Business Coordinator is in the employment of the Association the Secretary shall be relieved of such duties, as the Executive Committee shall from time to time prescribe.
- F. **Treasurer:** The Treasurer shall, under the direction of the President, perform all such duties as are usually performed by treasurers of similar associations including:
 - a. Receive and safeguard all funds of the Association
 - b. Deposit all funds entrusted to his or her care promptly, in an insured account.
 - c. Pay all proper and legal bills and accounts promptly, as approved and instructed by the Executive Committee.
 - d. When an Business Coordinator is in the employ of the Association, the Treasurer shall be relieved of such duties as the Executive Committee shall from time to time prescribe.

- G. **Ex-Officio Member:** The immediate Past President shall be a non-voting member of the Executive Committee, for the term following their term in office. They shall also serve in the capacity of nominating committee chair.
- H. **Election and Tenure:** The Membership of the Association shall elect the Board of Directors and the Executive Committee. The Officers shall be elected to serve a two year term. The term of office shall commence and end on the same dates as the Associations' fiscal year.
- I. **Resignations:** Officers may resign at any time, by rendering written notice to the President. Any resignation shall be deemed to be effective as of the date of receipt. The acceptance of such resignation shall not be necessary in order for it to take effect.
- J. **Removal:** A Officer may be removed for cause, by a 2/3 vote of the membership.
- K. **Vacancy:** The President shall appoint a member of the current Board of Directors to fill the unexpired term of office. The appointee must be a member in good standing of the Association.

SECTION 3: Elections: The President shall appoint a nominating committee consisting of one member from each membership classification. The nominating committee must be then elected by a majority vote of the Board of Directors at a regular meeting of the Association. The Immediate Past President shall serve as a member and the chair of the committee.

- A. The nominating committee shall recommend at least one candidate for each elected office or Director for the ensuing fiscal year but shall include on the slate of candidates offered to the membership all persons nominated, provided that the member nominated has agreed to serve in the position if elected and is in good standing with the Association.
- B. The nomination submittal and election process shall be executed as specified in the Book of Rules of the Association.

SECTION 4: Authority

- A. The Executive Committee shall conduct the business of the Association and shall represent HPMA in all matters, as authorized by the By Laws of the Association, or as directed by the Board of Directors.
- B. The Executive Committee shall obtain the prior approval or consent of the Board of Directors before entering into any contract or executing any instrument on behalf of the Association, or otherwise encumbering the Association. Prior consent may include the approved fiscal year budget for the Association or a specific motion or resolution addressing the issue in question.
- C. For unforeseen operational expenses, the Executive Committee may enter into contracts beyond the limitation above if compliance with that limitation would result in an additional expense to the Association. In such cases, the Executive Committee shall provide a full report to the Board for ratification at the next scheduled meeting.
- D. The President shall cause an annual financial review to be made of the funds and accounts of the Association by a three-member financial review committee appointed by the President and approved by the Board of Directors. The annual review committee report shall be included with the annual treasurer's report. The Executive Committee or the Board of Directors at any legally called regular or special Association meeting may

vote to require the Association officers to implement as needs may indicate, a financial compilation, review or audit by a certified public accountant, to establish the propriety of the Association funds and accounts.

ARTICLE VI: FINANCE

SECTION 1: Dues: Dues, application and plan registration fees, assessments and other funds collected by the Association shall be placed in a depository selected by the Board of Directors. Payments from the funds of this Association shall be made on the signature of the Treasurer, and/or any other person authorized by the Board of Directors. Dual signatures will be required on all checks over a specified value, in accordance with the financial policies of the association as specified in the Book of Rules.

SECTION 2: Budget: The Board of Directors shall adopt a budget for each fiscal year, and this Association shall function within the totals of such a budget. Any expenditure in excess of such budget must be authorized by the Board of Directors.

SECTION 3: Bonding: The Board of Directors at their discretion may require the Treasurer, and other Officers and members of the staff handling funds in the Association to furnish a bond at the expense of the Association in such amount as the Board shall determine. The Association shall be required to carry Officer and Director's Liability Insurance for the Board of Directors.

SECTION 4: Annual Financial Review: There shall be an annual financial review made of the funds and accounts of the Association as specified in ARTICLE V: GOVERNMENT; SECTION 4,D above.

ARTICLE VII: LEGAL AUTHORITY

SECTION 1: Ownership: All certification seals, labels and/or certificates as may be issued by the Association for various products are and shall remain the property of the Association.

SECTION 2: Legal Authority: All Association certification seals, labels and/or certificate agreements constitute a contract, fully performable by the Association at a location of the Executive Committees choice. Should it become necessary for the Association to initiate legal proceedings for the recovery of the seals, labels or certificates, or to enjoin their use, the Association shall be entitled to recover all costs including but not limited to court costs and attorney fees, plus stipulated damages.

ARTICLE VIII: RULES OF PROCEDURE

SECTION 1: Parliamentary Authority: Roberts Rules of Order (latest edition), shall govern as the official parliamentary authority in all matters of procedure not otherwise covered in these By Laws and at all meetings of the Association.

SECTION 2: Meetings:

- A. The Association's Board of Directors shall meet twice annually, at a place and time designated by the President.
- B. Such notice shall be sent to each Board Member's last recorded address, not less than 14 days prior to such meeting. Notice, board package and proxy may be provided via electronic mail in a common file format.
- C. If time is of the essence, or any emergency exists, the 14 days notice may be omitted, provided an effort is made to notify all Board Members by some means, a quorum may be assembled, and a majority of that quorum sign a waiver of said notice.

SECTION 3: Voting, Proxies, Quorums and Notices

- A. **Voting:** All voting by the Board of Directors shall take place as a simple verbal affirmation or a show of hands. Votes that do not indicate a clear majority may be re-taken as a show of hands, by roll call or by written ballot as determined by the meeting chair. All such votes shall be cast as yes, no or abstain. Such votes shall be entered into the minutes of the meeting.
- B. **Proxies:** A Director may cast the vote of an absent member of the Board provided that a proxy statement is furnished to either the Association President or Secretary, prior to the meeting for which it will be in effect.
 - a. The proxy statement shall be in writing, or on an approved form
 - 1. shall be dated and signed by the absent member
 - 2. shall indicate the person to whom the proxy is given
 - 3. shall indicate what meeting the proxy is valid for
 - b. The proxy will be assumed as valid for all agenda items at the meeting for which it was issued, unless otherwise indicated in the proxy statement.
 - c. No one director shall vote more than two proxies at any specified meeting.
 - d. A Proxy shall be counted as present when establishing a quorum.
- C. **Quorum:** A simple majority of the Board of Directors present, or a simple majority of the members present at a regular meeting of the membership, shall constitute a quorum; vacant Board positions shall not be counted.

SECTION 4: Amendments: These by laws may be amended at any regular meeting of the membership or by mail ballots which are returned within 30 days of the ballot postmark, by a simple majority affirmative vote. Ballot voting shall be executed as specified in the Book of Rules.

SECTION 5: Certification and Inspection of By Laws

- A. The Association's Secretary will certify, at the beginning of each meeting of the Board of Directors, that all members have been elected or appointed to act in that capacity in accordance with these By Laws, and that each director is a member in good standing.
- B. A copy of these By Laws as amended to date shall be open to inspection by any member of the Association. The Board of Directors shall provide updated copies to all Board members on a yearly basis and copies shall be available to all members upon request.