

[REFLECTS DRAFT EDITS based on the BACI-BI Consolidation Proposal from April 2024]

Deleted: *[Reflects revisions voted on at the January 21, 2021 General Membership Meeting]*

CONSTITUTION AND BY-LAWS

BUILDERS INSTITUTE OF WESTCHESTER & PUTNAM COUNTIES, INC.

ARTICLE I

SECTION 1 The name of this Institute shall be

Builders Institute of Westchester & Putnam Counties, Inc. (BRI)

SECTION 2 To further the aims and objectives of the BRI, the BRI shall be composed of the following component Advisory Councils:

- a. Apartment Owners Advisory Council (AOAC)
- b. Cooperative & Condominium Advisory Council (CCAC)
- c. Advisory Council of Managing Agents (ACMA)
- d. Suppliers and Service Providers Advisory Council (SSPAC).
- e. Builders Institute for Homebuilders, Developers, and Remodelers (BI).

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~~Commercial Builders Advisory Council (CBAC)~~¶
~~Home Builders Advisory Council (HBAC)~~¶

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SECTION 3 The Principal office of the BRI and its component Advisory Councils shall be located in the County of Westchester, State of New York, or such other place as the Board of Trustees may from time to time designate.

ARTICLE II

(Territorial Jurisdiction)

The BRI and its component Advisory Councils operate without profit for the benefit of developers, property owners, builders, managers, contractors, suppliers and others engaged in the building, development, contracting and realty industries, allied trades, industries, business and professions in the County of Westchester and the Mid-Hudson Region of the State of New York and any additional area which the Board of Trustees of the BRI may decide upon.

ARTICLE III

(Objectives)

The objectives of the BRI and its component Advisory Councils shall be:

1. To associate and consolidate all phases of the building, development, contracting and realty industries, apartment house owners, cooperatives, condominiums and homeowners' associations and management thereof in the above designated jurisdiction for the purposes of mutual advantage and cooperation.
2. To develop and maintain within the industry and general public a high appreciation of the objectives and responsibilities of property owners, general contractors, builders, developers and home builders, cooperatives, condominiums, homeowners' associations, apartment house owners, their contractors, sub-contractors, material men, manufacturers, professional and service firms and lending institutions.

3. To develop and foster legal assistance to further the BRI's goals.
4. To cooperate and affiliate with other local, state and national associations, as determined by the Board of Trustees, in all matters related to advancing the building, development, contracting and realty industries, apartment house owners, cooperatives, condominiums and homeowners' associations.
5. To work for the reform of governmental regulation and legislation--including Federal, State and local—which unreasonably restricts the building, development, contracting and realty industries; and to support beneficial government policies and legislation.
6. To issue such publications as may be necessary to disseminate information of value to its members, the public and government so as to serve, advance and protect the welfare of the building, development, contracting and realty industries, apartment house owners, cooperatives, condominiums and homeowners' associations.
7. To operate without profit.
8. To survey and study wages, hours and conditions of employment and employer-employee relations in the building construction industry in the above-mentioned territorial jurisdiction and to collect, provide and make available to the member information, findings and conclusions with respect thereto.
9. To develop principles of ethical practices for the guidance of all members.
10. To represent and support the interests of property owners including home owners and the owners of cooperatives, condominiums and apartment housing.
11. To monitor public finances and expenditures for the purpose of representing the interest of property owners
12. To promote work force and affordable housing and smart and sustainable growth.
13. To advocate and encourage the constant improvement of building techniques and practices.
14. To advocate the standardization of building and other construction codes, and land development requirements throughout the jurisdiction of the BRI.
15. To utilize the State Environmental Quality Review Act to assist developers and builders in the protection of the environment while giving due regard for the necessity of expeditious and focused reviews.
16. To establish such programs as are deemed appropriate in the furtherance of the goals of the BRI.

ARTICLE IV
(Code of Ethics)

All members of the BRI and its component Advisory Councils shall agree to observe and be bound by the following Code of Ethics:

1. MEMBERS shall strive to develop the efficiency of the building industry to the end that labor may receive its just and proper reward, and to the end of producing maximum quality at minimum cost.
2. MEMBERS shall at all times contribute their knowledge in the housing and building industries to the best interest of those they serve.
3. MEMBERS shall not obtain any business by means of fraudulent statements, or by use of implications unwarranted by fact or reasonable probability.

4. 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.
5. MEMBERS shall be alert to examine proposed or enacted state and local legislation both beneficial or detrimental to social, economic and political progress.
6. MEMBERS shall not perform, or cause to be performed, any act which would tend to reflect on, or bring into disrepute, any part of the building, development, contracting, realty and the apartment house owners, cooperatives, condominiums and homeowners' associations industries.
7. MEMBERS shall deal fairly with the public at large and with their employees, subcontractors, suppliers and other members of the BRI

ARTICLE V
(Membership)

SECTION 1 Membership in the BRI shall be held automatically through membership in one of the ~~five~~ component Advisory Councils, designated as (a), (b), (c), (d), ~~and (e)~~ in Article 1, Section 2. Membership in any one of these Advisory Councils grants automatic membership in the other ~~four~~.

SECTION 2 Membership in the ~~BRI~~ shall be in ~~three~~ classes:

- a. ~~Full membership by virtue of membership in one of the component Advisory Councils~~
- b. Associate membership
- c. Honorary membership

SECTION 3 Qualification for membership in the ~~BRI~~ shall be as follows:

- (a) ~~Membership in the Apartment Owners Advisory Council shall be open to any person, firm or corporation, who or which is the owner of, or engaged in, the management or operation of apartment houses, hotels or any other multi-family residential buildings or the owners of rented condominium or cooperative apartment(s), and who shall agree to abide by the provisions of the By-Laws (and any amendments thereto), shall subscribe to the foregoing Code of Ethics and who shall meet with the approval of the Board of Trustees of the BRI by a 2/3 vote.~~
- (b) ~~Membership in the Cooperative and Condominium Advisory Council shall be open to any person, firm or corporation, who or which is the owner of a condominium or cooperative apartment or the Manager or Director of a condominium or cooperative, and who shall agree to abide by the provisions of the By-Laws (and any amendments thereto), shall subscribe to the foregoing Code of Ethics and who shall meet with the approval of the Board of Trustees of the BRI by a 2/3 vote.~~
- (c) ~~Membership in the Advisory Council of Managing Agents shall be open to any person, firm or corporation engaged in the Management of Planned Unit Developments, Homeowners' Associations, Condominiums and/or cooperative housing developments and/or rental property and who shall agree to abide by the provisions of the By-Laws (and any amendments thereto), shall subscribe to the foregoing Code of Ethics and who shall meet with the approval of the Board of Trustees of the BRI by a 2/3rds vote.~~
- (d) ~~Membership in the Suppliers and Service Providers Advisory Council shall be open~~

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- ~~(b) Membership in the Commercial Builders Advisory Council shall be open to any person, firm or corporation actively and principally engaged in the building industry for development and construction purposes other than residential, and who shall agree to abide by the provisions of the By-Laws (and any amendments thereto), shall subscribe to the foregoing Code of Ethics and who shall meet with the approval of the Board of Directors of the Commercial Builders Advisory Council and the Board of Trustees of the BRI by a 2/3 vote.¶~~
- ~~(c) Membership in the Home Builders Advisory Council shall be open to any person, firm or corporation actively and principally engaged in the building of homes, apartments or condominiums or the subdivision of land and who shall agree to abide by the provisions of the By-Laws (and any amendments thereto), shall subscribe to the foregoing Code of Ethics and who shall meet with the approval of the Board of Directors of the Home Builders Advisory Council and the Board of Trustees of the BRI by a 2/3 vote.¶~~
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to any person, firm, corporation, consultant or professional engaged in an industry or business that serves or is engaged in consulting or providing services to the following: residential or commercial real estate planning, construction and development, rehabilitation, renovation, remodeling and improvement of commercial realty or homes and apartments, cooperatives, condominiums, homeowners associations and planned unit developments; or the operation or management of real estate, including but not limited to commercial buildings and developments, residential building and developments, apartment houses, multi or single family homes, cooperatives, condominiums, homeowners associations and planned unit developments and who shall agree to abide by the provisions of the By-Laws (and any amendments thereto), shall subscribe to the foregoing Code of Ethics and who shall meet with the approval of the Board of Trustees of the BRI by a 2/3rd vote.

(e) Membership in the Builders Institute for Homebuilders, Developers, and Remodelers shall be automatically conferred to any Builder Member with the Building and Allied Construction Industries of Westchester, Inc. (BACI) who shall have met with the approval of the Board of Directors of BACI and shall retain an Active membership status as recognized by the National Association of Home Builders.

(f) Associate Membership in the BRI shall be open to any person, firm or corporation engaged in any allied trades, industry or profession who is a member in good standing of Safety Group 458 or Safety Group 530 and who is not otherwise a member of one of the Component Advisory Councils of the BRI or of Building & Allied Construction Industries of Westchester, Inc., and who shall agree to abide by the provision of the By-Laws (and any amendments thereto), shall subscribe to the foregoing Code of Ethics, and who shall meet with the approval of the Board of Trustees of the BRI by the 2/3 vote.

(g) Honorary Membership may be conferred upon an individual not a member of a component Advisory Council of the BRI, who has made outstanding contributions to the industry, by unanimous vote of the Board of Trustees of the BRI.

SECTION 4 Application for membership in a Component Advisory Council and the BRI (except for members who qualify by virtue of being a member in good standing with Building and Allied Construction Industries of Westchester, Inc.) shall be made to the Board of Trustees of the BRI, and processed in the following manner:

(a) A candidate shall submit its application in writing on a form supplied by the BRI, containing an agreement to abide by the By-Laws and observe the Code of Ethics of the BRI.

(b) The application shall be endorsed by a member in good standing and shall be accompanied by a payment in an amount sufficient to cover the current year's dues in advance. All payments so made shall be returned in full if membership is not approved.

SECTION 5 Suspension, Termination, Reinstatement and Transfer of Membership in an Advisory Council and the BRI shall be accomplished in the following manner:

(a) Any member whose dues are not paid in full within three months after they become due and payable may be dropped by a majority vote of the Board of Trustees of the BRI.

(b) Any member may be censured, suspended or expelled from the BRI if, in the opinion of the Board of Trustees of the BRI, as evidenced by a 2/3 vote of the Board, it shall be

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considered desirable or for the best interest of the Advisory Council and the BRI or its members, that the said member be censured, suspended or expelled.

(c) A vote of 2/3 of the Board of Trustees of the BRI shall be required to reinstate any member who has been expelled or suspended, pursuant to the provisions of this section.

(d) Upon the death or resignation of a member, such membership may be transferred for the balance of the fiscal year to another individual within the member firm or corporation, designated by the personal representative of the deceased, or by the resigning member.

SECTION 6 Meetings of the Membership of each component Advisory Council shall be held as follows:

(a) An Annual Meeting of the membership of each component Advisory Council shall be held in November of each year. At said meeting, the Board of Directors of each component Advisory Council shall elect a Chair and Vice Chair or Vice Chairs, as the case may be, of the Advisory Council.

(b) Meetings of the general membership may be called at any time by the President of the BRI or the Executive Vice President.

(c) Notice of all meetings shall be mailed or emailed to the membership at least five days in advance, giving date, hour and places of meetings.

(d) No regular meeting of the membership shall be held during the months of July and August.

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ARTICLE VI

(Component Advisory Council Boards of Directors: BRI Board of Trustees)

SECTION 1. A Board of Directors for each component Advisory Council (other than the BI) not to exceed thirteen (13) in number, including the officers mentioned in Section 2, shall be elected by the membership at its annual meeting, and shall hold office from the date of election or until successors are elected and qualified, and shall be governing body of each Component Advisory Council and shall direct its affairs in such manner as is customary and according to law. The President of the BRI Board of Trustees shall automatically be a member of the Board of Directors of each component Advisory Council.

SECTION 2 The Chairperson and one Vice Chairperson of each component Advisory Council (other than the BI) shall be members of the Board of Trustees of the BRI. A component Advisory Council (other than the BI) that consist of at least fifty current dues-paying members at the time of its Annual Meeting may elect a second Vice Chair, who shall also be a member of the Board of Trustees of the BRI.

SECTION 3 The Board of Directors of BACI will submit to the BRI its membership count of August 15 immediately preceding the November annual meetings of the BRI. If the membership count of BACI has forty-nine or fewer members, the President and First Vice President of BACI shall be members of the Board of Trustees of the BRI. If the membership of BACI consists of fifty or more members, the Secretary of BACI shall also be a member of the Board of Trustees of the BRI.

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SECTION 4 Vacancies on the Board of each component Advisory Council (other than the BI) occasioned by death or resignation or removal shall be filled by appointment by the Board of Trustees on the recommendation of the Chairperson of the Council, with approval of the President of the Board of Trustees of the BRI; the persons so appointed shall serve until the next Annual Meeting of the Membership and then there must be an election for the unexpired term, if any, of the vacated directorship.

SECTION 5 Meetings of the Board of Directors of each component Advisory Council (other than the BI) shall be as follows:

- a. Regular meetings of the Board of Directors shall be held at least twice yearly at the direction of the Chairperson. These meetings may be held in conjunction with General Membership meetings.
- b. Notice of the date, hour and place of Regular meetings must be given at least five days in advance to the Directors.
- (c) Special meetings of the Board of Directors may be called by the Chairperson, or upon formal request in writing by five of its members to the Executive Vice President.
- (d) Any Director who shall be absent from three consecutive meetings may be removed from the Board by a two-thirds vote of the Board of Trustees, the vacancy caused thereby to filled pursuant to Section 4 of this Article.

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SECTION 6 Meetings of the Board of Trustees of the BRI shall be held under the following conditions:

- a. Regular meetings of the Board of Trustees shall be held at least eight (8) times a year at the direction of the President.
- b. Notice of the date, hour and place of Regular meetings must be given at least five days in advance to the Trustees.
- c. Special meetings of the Board of Trustees may be called by for the President or the Executive Vice President or upon formal request in writing by ten of its members.
- d. Any Trustee who is absent from three consecutive meetings may be removed from the Board by a two-thirds vote of the Board of Trustees present at a duly constituted meeting with a quorum present the vacancy caused thereby to be filled pursuant to Section 4 of this Article.

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The Chair and Vice Chair or Vice Chairs, as the case may be, from the Board of Directors of each component Advisory Council shall automatically become members of the Board of Trustees of the BRI. Additional members of the Board of Trustees may be elected by the Board as submitted by the President upon the recommendation of the Executive Director.¶
Three (3) members from the Board of Directors of each component Advisory Council, including two of the officers shall automatically become members of the Board of Trustees of the BRI. Additional members of the Board of Trustees may be elected by the Board as submitted by the President upon the recommendation of the Executive Director.¶

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ARTICLE VII (Officers of the BRI)

SECTION 1 Officers shall be elected from the membership of the BRI Board of Trustees and shall hold office from a term of one year or until their successors are elected and duly qualified. The Officers shall be elected at the Annual Meeting of the Board of Trustees, which shall be held in December of each year. These officers shall be as follows:

- a. A President, who shall be the chief officer of the BRI, and who shall preside at its meetings and those of the Board of Trustees. The President shall be the official spokesman of the BRI in matters of public policy. The President shall appoint all

committees and the Chairpersons thereof on the recommendation of the Executive Vice President and shall be a member of all committees; and shall perform all other duties usual to such office. The President shall automatically be a member of the Board of Directors of each component Advisory Council. No President of the BRI shall be the Chairperson of a component Advisory Council while serving as President of the BRI.

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- b. An Executive Vice President who shall be the Chief Executive Officer of the BRI and who shall be an *ex officio* member of all committees and shall perform all other duties usual to such office. The Executive Vice President shall automatically be an *ex officio* member of the Board of Directors of each component Advisory Council.
- c. Five Vice Presidents, who individually are the President of Builders and Allied Construction Industries of Westchester, Inc., and the Chairpersons, Apartment Owners Advisory Council, the Cooperative and Condominium Advisory Council, the Advisory Council of Managing Agents and the Suppliers and Service Providers Advisory Council.
- d. A Treasurer who shall be responsible to the BRI for an accounting of all monies collected and disbursed by the BRI and shall render an annual statement to the Board of Trustees.
- d. A Secretary, who shall be responsible for all the official procedures of the BRI and its Board of Trustees, including the reports of special committees.

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SECTION 2.

- (a) Payment for all usual and regular operating expenses may be made by the Chief Executive Officer.
- (b) Payment for all other expenses shall be signed by any two officers of the BRI. The Chief Executive Officer may be a co-signer on any check.
- (c) Legal documents and other instruments shall be signed by the President and/or the Chief Executive Officer, and attested to by any other Officer.

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SECTION 3 The following administrative officers may be employed by the Board of Trustees at such rate of compensation as it deems fair and proper:

- a. An Executive Vice President and Chief Executive Officer, who shall be chief administrative officer of the BRI, who shall, among other things, supervise the day to day operations of the BRI, supervise the entire staff, delegate to and coordinate the activities of the staff, consultants and component Boards, and perform such other duties as may be delegated to him by the Board of Trustees, the President, and all other duties usual to such office. The Executive Vice President shall be empowered to: (1) retain all consultants and (2) employ an adequate staff to carry on the business of the BRI as instructed by the Board of Trustees, at such rates of compensation as the Board of Trustees deems fair and proper upon the recommendation of the Executive Vice President, within the limitations of the annual budget. The Board of Trustees shall have the right to comment upon and approve all appointments as set forth in this Paragraph.
- b. Chief Counsel, who shall be an attorney at law licensed to practice within the territorial jurisdiction of the BRI, and several Associate Counsels, shall advise the Officers, Trustees, and Committees in legal matters.
- (c) A Certified Public Accountant, who shall audit the accounts of the BRI.

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ARTICLE VIII
(Fiscal Year)

The Fiscal year of the BRI and the Associations shall be the calendar year. A proposed budget for the following year shall be prepared and distributed to all Trustees in December of each year.

ARTICLE IX
(Dues)

The dues of the BRI and the component Associations shall be paid annually in advance at a rate fixed by the Associations and the Board of Trustees of the BRI.

ARTICLE X
(Membership Card and Emblem)

Each member shall receive a membership card or certificate annually upon the payment of dues for the current year, in such form as the Board of Trustees of the BRI shall prescribe.

ARTICLE XI
(Voting, Proxies and Quorums)

SECTION 1 The voting privilege shall be as follows:

- a. At General Membership Meetings of each component Advisory Council, all members of each Advisory Council shall have the right to vote on all matters, so long as their dues are currently paid as determined by the Board of Trustees of the BRI. Firms, corporations or partnerships holding membership shall be entitled to only one vote to be cast by the duly designated representative.
- b. At General Membership Meetings of the BRI, all full members of the BRI shall have the right to vote on all matters, so long as their dues are currently paid as determined by the Board of Trustees of the BRI. Firms, corporations or partnerships holding membership shall be entitled to only one vote to be cast by the duly designated representative.
- c. At meetings of the Board of Trustees, only members of the Board shall have the right to vote.

SECTION 2 Votes may be cast by proxy in the following manner:

Any member incapacitated by illness or unable to attend a meeting may, by an instrument in writing bearing a date not more than thirty days in advance of the meeting, designate, in writing, another Trustee to vote for him or her at any meeting of the Board of Trustees.

SECTION 3 A majority vote on any measure will be determined as follows:

- a. A majority vote of members present and entitled to vote at any meeting of the membership, shall carry any measure, provided the numbers of members in attendance at the meeting constitutes a quorum.

- b. A majority vote of the Directors present at any meeting of the Board of Directors or Trustees present at any meeting of the Board of Trustees, shall carry any measure, provided the number of Directors or Trustees in attendance at the meeting constitutes a quorum.

SECTION 4 A Quorum present at any meeting shall be determined as follows:

- a. A Quorum of the Membership shall consist of not less than 12 of the Trustees.
- b. A Quorum of the Board of Directors of a component Advisory Council shall consist of not less than 5 of its members.
- c. A Quorum of the Board of Trustees of the BRI shall consist of not less than 12 of its members.

ARTICLE XII
(Elections)

SECTION 1 The Nominating Committee of each component Advisory Council (except the BI) shall:

- a. Subject to the provisions of Article VI 1(a) herein above, shall solicit and consider the recommendations of the membership as to candidates for the Chairperson and Vice Chairperson and Directors of the Component Advisory Council of the BRI to be filled.
- b. Solicit and consider the recommendations of the membership, both Builder and Associate, as to candidates for officerships, directorships, and trusteeships of the Component Advisory Council of the BRI and of the BRI to be filled.
- c. Have the Executive Vice President prepare and report at the October meeting on nomination for officerships, directorships and trusteeships to be filled. At the October meeting, said report shall be received by the membership and tabled until the November meeting, at which time a vote shall be taken. However, at least 5 days prior to the November meeting a report must be sent to each Trustee.
- d. Make substitute nominations where any candidate declines the nomination, and present to their "Final Report of Nominations" at the meeting of the membership in November.
- e. Additional nominations may be made from the floor at the November meeting.
- f. Vote shall be taken by secret ballot or voice vote and the candidate receiving the most votes shall be considered elected. In the event that there is no contest, the Secretary of the Board of Trustees or such other Trustee in the absence of the Secretary shall be empowered to cast one vote for each candidate nominated and the candidate shall be deemed elected.

SECTION 2 The Nominating Committee of the Board of Trustees of the BRI shall be appointed by the President upon the recommendation of the Executive Vice President and shall, at a minimum, consist of the Chairperson of the Board and the Executive Vice President and shall:

- a. Solicit and consider the recommendations of the Trustees as to candidates for officerships to be filled.
- b. Have the Executive Vice President prepare and send each member of the Board of Trustees of the BRI, at least five days prior to the December Meeting of the Board of Trustees, a report containing one nomination for each officership to be filled. A vote shall be taken at the December meeting.
- c. Additional nominations from the floor may be made at the December meeting of the Board of Trustees of the BRI.
- d. Vote shall be taken by secret ballot or voice vote and the candidates receiving the most votes

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shall be considered elected. In the event that there is no contest, the Secretary or such other Trustee in the absence of the Secretary shall be empowered to cast one vote for each candidate nominated and the candidate shall be deemed elected.

ARTICLE XIII
(Committees)

SECTION 1 There shall be the following committees:

- a. The Nominating Committee of each component Advisory Council of the BRI ~~(except the BI)~~ shall be composed of three (3) members appointed by the President upon the recommendation of the Executive Vice President in addition to the BRI's officers as set forth below. They shall meet at least fifteen days (15) in advance of the October meeting of the component Advisory Council, and fifteen days (15) in advance of the December meeting of the Board of Trustees. The President shall be a member of the Nominating Committee of the BRI's Board of Trustees. The Chairperson of each component Advisory Council (or appointee by the Chairperson) of the Component Advisory Council shall be a member of its Nominating Committee. The BRI's President, Executive Vice-President, and Secretary (or appointees) shall also be members of the Nominating Committees of each the Component Advisory Council. The Nominating Committee's recommendations shall not be binding on the Board of Directors of each Advisory Council and shall only be advisory and the election shall be held as set forth in Article VI, Section 1(a) heretofore.
- b. ~~The Finance Committee shall be composed of at least one Past President, the Executive Vice President, the Treasurer and at least two (2) other Trustees, which committee shall be responsible for the preparation of the budget on an annual basis.~~
- c. Labor Negotiation Committee. This Committee shall be appointed and serve at the pleasure of the President upon the recommendation of the Executive Vice President. There shall be three (3) members thereon from the Cooperative and Condominium Advisory Council and three (3) members thereon from the Apartment Owners Advisory Council and three (3) members thereon from the Advisory Council of Managing Agents.
- d. ~~Executive Committee:~~
 - (i) There shall be an Executive Committee whose composition and size shall be five (5) members, composed of the BRI's Chairperson, President, Secretary, Treasurer and one member of one of the Component Advisory Councils (who is appointed by the President).
 - (ii) The Executive Committee shall consider and review and if appropriate make recommendations to the Board of Trustees as to issues of a confidential or privileged nature or of immediate concern that cannot wait until the next meeting of the Board of Trustees.
 - (iii) The Executive Committee shall also have the authority to call a Special Meeting of the Board of Trustees.
- (g) Planning Committee:
 - (i) There shall be Planning Committee whose composition and size shall be seven (7) members each of whom is to be appointed for a period of one year and to serve until their successor or successors are appointed.
 - (ii) The Planning Committee shall review, consider and make recommendations as to the mission, vision, strategic initiatives, major programs and services of the BRI as to both the short term (1 year) and the long term (longer than one year).

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(h) Other Committees:

There shall be such other committees as may be designated by the President or Board of Trustees. ~~Whenever possible, committees shall have representation from each relevant Component Advisory Council.~~

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SECTION 2 Where the President does not appoint complete committee personnel, then, subject to approval of the Board of Trustees, the ~~Executive Vice President~~ shall appoint the members of the particular committee.

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ARTICLE XIV

(Finance)

SECTION 1 Dues and other monies collected by the BRI shall be placed in a depository selected by the BRI Board of Trustees, and payments from the funds of the BRI shall be made in accordance with the By-Laws.

SECTION 2 The Board of Trustees shall adopt a budget for each calendar year, and the BRI shall function within the totals of such a budget. Any expenditures in excess of such budget must be authorized by the Board of Trustees. Special ventures, requiring their own budgets, may only be authorized by the Board of Trustees.

SECTION 3 There shall be an annual audit of the finances of the BRI by an independent Certified Public Accountant, and this, together with a report from the Executive Vice President, and a certified audit shall be submitted to the Board of Trustees once each year, in June.

ARTICLE XV

(Notices)

Members shall furnish the Executive Vice President with their official address, and the mailing, faxing or e-mailing of any notice or notices to such address shall be deemed service of such notice upon time, as of the date of mailing of the same.

ARTICLE XVI

(Procedure)

Roberts' Rules of Order shall govern the procedure of all meetings of the BRI and its component Advisory Councils.

ARTICLE XVII

(Amendments)

These By-Laws may be adopted or amended by vote of two-thirds of the members eligible to vote who are present at any meeting, provided the number of members in attendance at such meeting

constitutes a quorum, and provided further that a copy of the proposed amendment shall have been mailed to each member of the BRI not less than five (5) days prior to the meeting at which action is to be taken thereon.

ARTICLE XVIII
(Resignations)

Except as outlined in Article V, Section 5, providing for member dismissal from the component Advisory Council and the BRI, a member shall be relieved and absolved from the duties and obligations of membership in the component Advisory Council of the BRI, unless he shall have given ~~thirty (30)~~ days' notice in writing of his intention to resign, whereupon said resignation may be accepted by the Board of Trustees of the BRI.

Deleted: ninety

Deleted: (90) upon the giving of ten (10)

ARTICLE XIX
(Past Presidents Council)

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¶
¶

All Past President of the BRI who were members of the BRI's Board of Directors, shall be members of the Past Presidents Council of the BRI, and shall automatically be or continue to be members in good standing of the BRI. They shall have the same rights, privileges and obligations of duly elected members of the Board of Trustees except that (a) they shall not have the right to vote and (b) Section 5 (d) of Article VI of the By-Laws shall not apply to any Past President of the BRI who is a member of the Board of Trustees pursuant to this Section. The most recent Past President of the BRI shall become Chairperson of the Board of Trustees, until superseded by the retiring President of the BRI.

ARTICLE XX
(Miscellaneous)

The Board of Trustees shall have the right, from time to time, to establish such programs as the Board deems appropriate in furtherance of the goals and purposes of the BRI.