[Reflects revisions voted on at the November 19, 2026 General Membership Meeting]

CONSTITUTION AND BY-LAWS

THE BUILDING & REALTY INSTITUTE OF THE HUDSON VALLEY, INC.

ARTICLE I

SECTION 1 The name of this Institute shall be The Building & Realty Institute of the Hudson Valley, Inc. (BRI)

SECTION 2 To further the aims and objectives of the BRI, the BRI shall be composed of the following 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).

SECTION 3 The Principal office of the BRI and its 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 Advisory Councils operate without profit for the benefit of developers, property owners, builders, managers, contractors, suppliers, members of the boards of directors of housing cooperatives and condominiums, and others engaged in the building, development, contracting and realty industries, allied trades, industries, business and professions in the County of Westchester and the Hudson Valley 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 core mission of the BRI is to:

- Advocate for the best interests of the realty industry to government and the community,
- Provide knowledge and resources to our members, and
- Create opportunities for our members to build relationships and improve their businesses.

ARTICLE IV
(Code of Ethics)

All members of the BRI and its 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 construction and real estate industries to the end that all may receive their 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 fraud.
4. MEMBERS shall comply both in spirit and letter with rules and regulations prescribed by law.
5. 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 membership of the BRI and the industries in which they participate.
6. MEMBERS shall deal ethically with members and the public at large.

ARTICLE V
(Membership)

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

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

1. Full membership and assignment to one of the Advisory Councils
2. Associate membership
3. Honorary membership

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

a) Membership in the Apartment Owners Advisory Council (AOAC) shall be open to any person, firm or corporation, who or which is the owner of, or engaged in, the management or operation of multifamily residential buildings or the owners of rented condominium or cooperative apartment(s).
b) Membership in the Cooperative and Condominium Advisory Council (CCAC) shall be open to any board of directors or other governing body of a community of condominium or cooperative housing units.
c) Membership in the Advisory Council of Managing Agents (ACMA) 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.
d) Membership in the Suppliers and Service Providers Advisory Council (SSPAC) shall be open to any person, firm, corporation, consultant or professional engaged in a business that

provides services and materials or otherwise supports through consulting or professional services or any business, company, or organization involved in full or in part in the design, construction, management, or continued operation and maintenance of housing.

e) Membership in the Builders Institute for Homebuilders, Developers, and Remodelers (BI) shall be automatically conferred on a reciprocal basis to any Builder Member within 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 Advisory Councils of the BRI or of Building & Allied Construction Industries of Westchester, Inc. Associate Members shall be non-voting members of the BRI.
g) Honorary Membership may be conferred upon an individual who is not a member by virtue of association with a business, company, or organization which is a member of an Advisory Council of the BRI, who has made outstanding contributions to the construction and real estate industries, by unanimous vote of the Board of Trustees of the BRI. Honorary Members shall be non-voting members of the BRI.

SECTION 4 Application for membership in an 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 an application on a form supplied by the BRI, containing an agreement to abide by the provisions of the By-Laws (and any amendments thereto), shall subscribe to the foregoing Code of Ethics.
b) The application 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.
c) A candidate who shall meet with the approval of the Board of Trustees of the BRI by a two-thirds vote shall officially become a member of the BRI.

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

a) Any member whose dues are not paid in full within twelve months after they become due and payable will be dropped, after they have received a final notice.
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 members present, it shall be considered desirable or for the best interest of BRI or its members, that the said member be censured, suspended or expelled.
c) A vote of 2/3 of the Board of Trustees members present shall be required to reinstate any member who has been expelled or suspended, pursuant to the provisions of this section.

SECTION 6 Meetings of the Membership of each Advisory Council and the General Membership Meetings of the BRI shall be held as follows:

a) An Annual Meeting of the membership of each Advisory Council shall be held in November of each year. At said meeting, the membership for that Advisory Council who are present either in person or by proxy shall elect the Board of Directors for that Advisory Council. Subsequent to this election by the membership, the newly-elected Board of Directors of each Advisory Council shall elect a Chairperson and Vice Chairperson or Vice Chairpersons, 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 each member of the BRI not less than five (5) days prior to the meeting, giving date, hour and places of meetings, and any items to be voted upon, if any.
d) No regular meeting of the membership shall be held during the months of July and August.

ARTICLE VI
(Advisory Council Boards of Directors: BRI Board of Trustees)

SECTION 1 A Board of Directors for each 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, shall take office immediately upon election, and shall hold office for a term of one year (or until their successors are elected and duly qualified), and shall be the governing body of each Advisory Council regarding matters including but not limited to selecting its own chair and vice chair(s), setting dates for its board meetings, setting council-specific meetings and programs (subject to the budget limitations of the BRI), and establishing *ad hoc* committees and working groups to discuss particular issues or projects of specific interest to the members of that 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 non-voting *ex officio* member of the Board of Directors of each Advisory Council.

SECTION 2 The Chairperson and one Vice Chairperson of each Advisory Council (other than the BI) shall be members of the Board of Trustees of the BRI. An Advisory Council (other than the BI) that consists of at least fifty current dues-paying members at the time of its Annual Meeting may elect a second Vice Chairperson, 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 as of August 15 each year. 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.

SECTION 4 Vacancies on the Board of each Advisory Council (other than the BI) including

Chair or Vice Chair(s) 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.

SECTION 5 Meetings of the Board of Directors of each 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 these Regular meetings must be given not less than five (5) days prior to the meeting 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.

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 these Regular meetings must be given not less than five (5) days prior to the meeting to the Trustees.
c) Special meetings of the Board of Trustees may be called by the President or the Executive Vice President or the Executive Committee or upon formal request in writing by ten Trustees.
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.

SECTION 7 If any claim is made against a Trustee or Advisory Council Board Member as a result of his/her membership or legal, good faith action as a Trustee or Board Member, provided the action is not in breach of the Trustee or Board Member's fiduciary duty and complies with the law and these bylaws, then that Trustee or Board Member will be held harmless as against any such claim, judgment, loss, penalty, expense, damage, injury, attorney's fees, costs, disbursements, and the like as a result of any such claim and the Trustee and Board Member will be indemnified as a result of any such claim and for any judgment, claim, loss, penalty, expense, damage, injury, attorney's fees, costs, disbursements and the BRI will pay for same. The Trustee and Board Member will be entitled to retain at his or her own expense, their, his or her own counsel for the defense of any such claim, action or litigation.

ARTICLE VII

(Officers of the BRI)

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

a) A **President,** who shall preside at the General Membership Meetings of the BRI and all meetings of the Board of Trustees. The President shall be the official spokesperson 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 an *ex officio* member of all committees; and shall perform all other duties usual to such office. The President shall automatically be a non-voting *ex officio* member of the Board of Directors of each Advisory Council. No President of the BRI shall be the Chairperson or Vice Chairperson of an Advisory Council while serving as President of the BRI.
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 a non-voting *ex officio* member of the Board of Directors of each Advisory Council.
c) Five **Vice Presidents**, who individually shall be the President of Building and Allied Construction Industries of Westchester, Inc., and the Chairpersons of 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 reviewing an accounting of all monies collected and disbursed by the BRI and shall render an annual statement to the Board of Trustees.
e) 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.
f) A **Chairperson**, who shall be the most recent Past President of the BRI and who shall automatically serve as Chairperson until superseded by the retiring President of the BRI. The Chairperson will preside over meetings of the Board of Trustees in the absence of the President, and who shall serve as the Chairperson of the Nominating Committee of the Board of Trustees of the BRI.

SECTION 2 Vacancies in an officer position other than President occasioned by death or resignation or removal shall be filled by appointment of the President, with approval of the Board of Trustees of the BRI; the persons so appointed shall serve until the next Annual Meeting of the Board of Trustees. A vacancy in the office of President occasioned by death or resignation or removal shall be filled by the Chairperson.

SECTION 3 Except for the Chief Executive Officer, no remuneration shall be paid to any member of the Board of Trustees or director of any Advisory Council.

ARTICLE VIII
(Fiscal Year)

The Fiscal year of the BRI shall be the calendar year. A proposed budget for the year shall be prepared and distributed to all Trustees for a vote each year.

ARTICLE IX
(Dues)

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

ARTICLE X
(Voting, Proxies and Quorums)

SECTION 1 The voting privilege shall be as follows:

a) At Membership Meetings of each Advisory Council, all members of each Advisory Council shall have the right to vote on all matters that have previously been noticed for that meeting, so long as their dues are currently paid as determined by the Board of Trustees of the BRI. Any business, company, or organization 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 that have previously been noticed for that meeting, so long as their dues are currently paid as determined by the Board of Trustees of the BRI. Any business, company, or organization 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 of the BRI and the Boards of Directors for the Advisory Councils, only members of the respective 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 member to vote for him or her at that meeting.

SECTION 3 A majority vote on any measure will be determined as follows (unless otherwise stated in the By-Laws):

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 for an Advisory Council or Trustees present at any meeting of the Board of Trustees of the BRI, 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 an 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.
d) A Quorum for standing and ad hoc committees shall consist of not less than one-third of its members.

ARTICLE XI
(Nominating Committees and Elections)

SECTION 1 The Nominating Committee of each Advisory Council (except the BI) shall be composed of six (6) members appointed by the President upon the recommendations of the Executive Vice President and the currently serving Chairperson for said Advisory Council as set forth below, and no fewer than three (3) members of the Nominating Committee must be members of that Advisory Council. The BRI's President, Executive Vice President, and Secretary (or appointees) shall also be voting members of the Nominating Committees. Each Nominating Committee shall:

a) Solicit and consider the recommendations of the membership as to candidates for the Chairperson and Vice Chairperson and Directors of the Advisory Council of the BRI to be filled.
b) Make substitute nominations where any candidate declines the nomination.
c) Additional nominations may be made from the floor at the November meeting.
d) Vote shall be taken by voice vote or, upon request of a committee member, by a secret ballot.

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 voice vote or, upon request of a Trustee, by a secret ballot and the candidates receiving the most votes 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 XII
(Committees)

SECTION 1 There shall be the following committees:

a) The Nominating Committee of each Advisory Council of the BRI (except the BI) shall be composed of six (6) members appointed by the President upon the recommendations of the Executive Vice President and the currently serving Chairperson for said Advisory Council as set forth below, and no fewer than three (3) members of the Nominating Committee must be members of that Advisory Council. They shall meet at least seven days (7) in advance of the November meeting of the Advisory Council. The Chairperson of each Advisory Council (or appointee by the Chairperson) shall be a member of its Nominating Committee. The BRI's President, Executive Vice-President, and Secretary (or appointees) shall also be voting members of the Nominating Committees of each Advisory Council. The Nominating Committee's recommendations shall not be binding on the membership of each Advisory Council and shall only be advisory and the election shall be held as set forth in Article VI, Section 1 heretofore.

b) 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. They shall meet at least seven days (7) in advance of the December meeting of the Board of Trustees.

c) The Finance Committee shall only be open to members of the Board of Trustees of the BRI and be composed of at least the President, the Executive Vice President, the Treasurer and at least two (2) other Trustees, which committee shall be responsible for the review of the budget on an annual basis. The Committee members shall be appointed and serve at the pleasure of the President upon the recommendation of the Executive Vice President. The Finance Committee shall also review the investments and reserve accounts of the BRI, and shall make adjustments to the investments that it deems necessary and proper by a majority vote of those present. The President shall act as Chairperson of the committee.

d) Labor Negotiation Committee. The Committee members 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.

e) Executive Committee. 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 additional member of the Board of Trustees (who is appointed by and shall serve at the pleasure of the President).

    (i) 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.

(ii) The Executive Committee shall also have the authority to call a Special Meeting of the Board of Trustees.

f) Other Committees. There shall be such other committees as may be designated by the President or Board of Trustees. Only members in good standing may be appointed to these committees. They shall be appointed and serve at the pleasure of the President upon the recommendation of the Executive Vice President Whenever possible, committees shall have representation from each relevant Advisory Council.

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.

ARTICLE XIII
(Finance and Administration)

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, must be authorized by the Board of Trustees.

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

a) A Chief Executive Officer (CEO), 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 various boards and committees, and perform such other duties as may be delegated to him or her by the Board of Trustees, the President, and all other duties usual to such office. The CEO 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 CEO, within the limitations of the annual budget. The Board of Trustees shall have the right to comment upon 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) An independent Certified Public Accountant, who shall audit the accounts of the BRI.

SECTION 4 Payment for all usual and regular operating expenses contained within the budget and/or by approval of the Board of Trustees of the BRI may be made by the Chief Executive Officer, Associate Executive Director (if that staff position is currently occupied), the President, or the Treasurer, all of whom shall be authorized signatories.

SECTION 5 Legal documents and other instruments shall be signed by the President and/or the Chief Executive Officer.

SECTION 6 Whenever the Board of Trustees shall deem it necessary but no less frequently than once every five years, there shall be an audit of the finances of the BRI conducted by an independent Certified Public Accountant, and this, together with a report from the Executive Vice President, shall be submitted to the Board of Trustees.

ARTICLE XIV
(Notices)

Members shall furnish the Executive Vice President with their official address, and the mailing, 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 electronic transmission or the date of mailing plus five calendar days of the same.

ARTICLE XV
(Procedure)

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

ARTICLE XVI
(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 or emailed 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 XVII
(Resignations)

Except as outlined in Article V, Section 5, providing for member dismissal from the Advisory Council and the BRI, a member shall be relieved and absolved from the duties and obligations of

membership in the Advisory Council of the BRI, provided the member shall have given notice in writing of its intention to resign.

ARTICLE XVIII
(Role of Past Presidents)

All individuals who served as President of the BRI shall be members of the Past Presidents Advisory Council of the BRI, and shall continue to be members of the Board of Trustees so long as they annually affirmatively express a desire to continue serving and the business, company, or entity they represent continues to be a member in good standing of the BRI. They shall have the same rights, privileges and obligations of duly elected members of the Board of Trustees.

ARTICLE XIX
(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.