

ROOFING AND SHEET METAL CONTRACTORS ASSOCIATION OF  
GEORGIA, INC

CONSTITUTIONS AND BY-LAWS

ARTICLE I. Name

Section 1) The name of this association shall be as follows: "Roofing & Sheet Metal Contractors Association of Georgia·.

ARTICLE II. Objectives

Section 1) The objectives of this association shall be as follows: To maintain an organization for the benefit of the roofing, sheet metal, air conditioning, siding, insulation, and waterproofing industry. To improve the interest and welfare of its members through education and cooperation in the furtherance of their legitimate pursuits.

To establish and secure the use of superior quality materials and workmanship and by better public service contribute to the advancement of the industry in all its branches.

To obtain and make available to its members and others pertinent data and information relative to the industry on a technical, managerial, legal, and legislative basis.

ARTICLE III. Offices

Section 1) The executive office of the association shall be in the State of Georgia but the association may have other offices at such places as the Board of Directors may from time to time decide and as the business of the association may require.

ARTICLE IV. Seal

Section 1) The association shall have the customary form of seal, with the name of the association within the outer circle and in the center the word "SEAL". An impression of said seal appears on the last page of this document.

ARTICLE V. Membership

Section 1) Membership in the association shall not be transferred or assigned. No dividends or pecuniary profits shall be declared to the members during the life of the association or upon its dissolution. The association shall be composed of four classes of membership which are as follows: Regular, Associate, Honorary, and Institutional.

Section 2) Regular Membership in the association shall be comprised of those firms engaged in the roofing, sheet metal, air conditioning, siding, insulation and water proofing contracting industries. Regular members shall pay annual dues as set by the Board of Directors. Regular members shall, in writing, designate a single individual employee of the member firm, or in his absence an alternate who is a member of the firm, to cast the member firm's single vote on each matter submitted to a vote of the membership. All matters submitted to a vote of the membership shall be voted upon by the designated individual or his alternate who is a member of the firm, in person or by absentee ballot. Absentee ballots shall be prepared by the Executive Director or Management Company no less than twenty (20) days prior to the meeting where a vote is to be taken. Members must request absentee ballots no less than twenty (20) days prior to said meeting and must mail the ballot in sufficient time to reach the association office not less than twelve (12) days prior to the meeting where the vote is to be taken. Absentee ballots must be sent by certified mail. Absentee ballots may be cast only by the designated individual or his alternate as described in this section. Absentee ballots may be cast by member firms in good standing only and shall not be used by members present at the location of the meeting where the vote is to be taken. Absentee ballots shall be effective only for those matters listed on the face on the ballot.

Section 3) Associate Membership in the association shall be composed of those firms engaged in supplying goods and services to the roofing, sheet metal, air conditioning, siding, insulation, and waterproofing industries. Associate members shall pay annual dues as set by the Board of Directors. Associate membership shall not have the right to vote on any matters submitted for a vote.

Section 4) Honorary Membership in the association shall be composed of two types of membership, Honorary and Life. Honorary and Life members shall pay no annual dues nor shall they have the right to vote on any matters submitted for a vote. Honorary and Life members shall be accorded those honors as the Board of Directors deem appropriate. Requirements for Honorary and Life Membership are as follows:

A) Honorary Membership in the association shall be an individual who has proven himself to be an asset to those industries represented by the association. An Honorary member cannot be employed by a firm which is eligible for membership in the association.

B) Life Membership in the association shall be an individual who has performed outstanding leadership and service to the association and in other associations. A Life member shall no longer be active in the industries represented by the association and have been a member of a firm in good standing for not less than 15 years.

Section 5) Institutional Membership in the association shall be composed of those organizations who have a direct interest in the services of the association and its regular and associate members. Institutional members shall pay annual dues as set

forth by the Board of Directors. Institutional members shall not have the right to vote on any matters submitted for a vote.

- Section 6) Application for Membership for all classes of membership in the association must be made in writing to the Membership Committee and must be sponsored by a member in good standing. The Membership Committee shall pass these applications to the Board of Directors. The Board of Directors shall vote on each application, a 2/3 majority is required for approval. There is no limit to the number of times a firm may apply for membership. Subject to the approval of the membership, the Board of Directors shall have the power to establish additional qualifications for membership.
- Section 7) Membership Dues in the association shall be paid on an annual basis and shall be fixed by the Board of Directors.
- Section 8) Revocation of Membership in the association can be made only under the following conditions: Any member who fails to pay the prescribed dues shall be notified by the Executive Director or Management Company. After notification, if the dues remain unpaid for three months, the Executive Director or the Management Company will report to the Board of Directors such non-payment. The Board of Directors may thereupon drop such member from the rolls of the membership. Honorary membership in the association is subject to withdrawal by the Board of Directors should such action be recommended or warranted. Upon termination, for any cause, of membership in the association, all of the rights, title and interest of such member shall cease and revert to the association.

#### ARTICLE VI. Meetings of the Membership

- Section 1) Annual Meeting of the Membership shall be held each year at a location and date designated by the Board of Directors. Notice of the annual meeting of the membership shall be given by the President or a member of the Executive Committee, stating the location, time and date of the meeting. Such notice shall be mailed not less than 30 days prior to the date of the meeting.
- Section 2) Special Meeting of the Membership may be called by either the President, the Board of Directors, or not less than 25% of the membership in good standing. Notice of a special meeting of the membership shall be given by the President or a member of the Executive Committee stating the location, time and date of the meeting. This notice shall state the objectives of the special meeting. Such notice shall be mailed no less than 10 days prior to the date of the meeting. No action shall be taken at the special meeting if notice has not been properly given.
- Section 3) A Quorum of the membership shall exist when there is 25% of the members in good standing at any meeting.

Section 4) The Order of Business at all meetings of the Membership shall be as follows:

- A) Roll Call. A quorum present.
- B) Reading of the minutes of preceding meeting and action there on.
- C) Reports of Officers.
- D) Reports of committees.
- E) Election of Officers if appropriate.
- F) Unfinished Business.
- G) New Business.

Section 5) Organization of the meetings of the membership are as follows: The President, or in the absence of the President, the Vice-President, or in the absence of both, the chairman appointed by the members present; in good standing and entitled to vote, shall call meetings of the membership to order and shall act as chairman thereof. The Secretary/Treasurer of the association shall act as Secretary at all meetings of the membership, but if absent, the presiding officer may appoint another person.

#### ARTICLE VII Officers

Section 1) The executive officers of the association shall be a President, a 1st and 2nd Vice President, a Secretary/Treasurer. No officer shall hold more than one office. Executive officers shall not be compensated for their service to the association.

Section 2) The Election of Officers of the membership shall take place at the annual membership meeting during the annual convention, unless otherwise ordered by the Board of Directors. Each officer elected shall have a majority of all votes cast, and if no choice can be reached on the 1st ballot, the balloting shall continue until one candidate received a majority. During each succeeding ballot the candidate with the lowest number of votes shall be dropped from the ballot.

Section 3) The President of the association shall be the chief executive officer and shall generally supervise and control all of the business and affairs of the association. It shall be his duty to preside at all meetings of the membership and Board of Directors, to enforce due observance of this charter and bylaws. The President shall see that all officers and members of the standing committees perform their respective duties. He shall appoint all non-elective officers and form all committees not otherwise provided for. The President shall inspect and announce the results of voting. He shall have the right to convene special meetings of the membership or the Board of Directors as the occasion may arise. The President shall be chairman of the Executive Committee.

Section 4) Vice Presidents of the association, in order of seniority shall in the absence, disqualification or incapacity of the President, perform the duties of the President and in addition shall have such other powers and perform such other duties as may be assigned to him by the Board of Directors. 1st Vice President shall be

chairman of the Mid-Winter Technical and Education Seminar. The 2nd Vice President shall be chairman of the Convention Committee effective upon election. Vice-Presidents shall be members of the Executive Committee effective upon election. The Vice Presidents shall be members of the Executive Committee and shall assume the chairmanship of that committee, in order of seniority, in the absence of the President.

Section 5) The Secretary/Treasurer of the Association shall be responsible for all Association funds and records. He shall inspect and aid in preparation of minutes and financial statements for the membership and Board of Directors. He shall approve and sign for all expenditures of the Association. He shall be Chairman of the Finance Committee and be a member of the Executive Committee. He shall call for an audit of the Association books not to exceed every two years and shall provide the audited balance sheet to the Executive Committee and Board of Directors not later than the next meeting.

Section 6) Term in office of all elected and appointed officers of the association shall be a one year term beginning the first day of September following the election. No officer shall hold the same position for more than two successive terms. All officers shall be subject to removal at anytime by 2/3 majority vote of the Board of Directors.

Section 7) Vacancies among the officers of the association shall be filled by the Board of Directors for the unexpired term of office.

#### ARTICLE VIII. Directors

Section 1) The association affairs shall be managed by a Board of Directors, all of whom must be members of the association. The Directors shall be appointed by the President and shall not serve more than two successive terms in the same position. Directors shall not be compensated for their services to the association, but may by resolution of the Board of Directors receive reimbursement for any expenses incurred in connection with the transaction of business for the association.

Section 2) The composition the Board of Directors shall be as follows:

- a) President
- b) 1st Vice President
- c) 2nd Vice President
- d) Secretary/Treasurer
- e) Immediate Past President
- f) District Directors
- g) Directors at Large
- h) Associate Member Directors

Section 3) The District Directors of the association shall represent the interest of the membership in their respective districts at the Board of Directors meetings. The size and number of districts represented may change from time to time as the

Board of Directors deems necessary to effectively conduct the association business. A map of the State of Georgia shall be kept at the executive office of the association outlining the area of each district.

Section 4) The Directors at Large of the association shall be those individuals in the membership who by their experience or special knowledge would be an aid in the conduct of the association business. The number of Directors at Large may change from time to time as the Board of Directors deems necessary to effectively conduct the association business.

Section 5) Associate Member Directors shall be those individuals in the associate membership who are elected by the associate members to serve as members of the Board of Directors. There shall be four (4) Associate Member Directors, one of whom shall be the President of the Associate Members Officers Committee and three shall be elected by the associate membership from the associate membership. The term of office shall be one year beginning on September 1 and ending August 31 annually. The Associate Member Directors shall serve no more than two successive terms in office.

Section 6) Tenure in Office of all Directors shall be for a one year term beginning the first day of September following their appointment. No Director shall serve more than two successive terms in office in the same position. All Directors are subject to removal at anytime by a 2/3 majority vote of the Board of Directors.

Section 7) Vacancies among the Directors of the association due to death, resignation or otherwise shall be filled by the Board of Directors for the unexpired term of office.

#### ARTICLE IX. Association Management

Section 1) It shall be the duty of the Board of Directors to determine which of the following methods of Association management are utilized, subject to a 2/3 vote of the Board of Directors.

A) Executive Director Arrangement. The association shall have a paid executive staff member who shall be titled the Executive Director. The Board of Directors shall contract with and hire the Executive Director and he shall serve at their pleasure. The Board of Directors may contract with and hire additional staff from time to time to act as assistant to the Executive Director as the association business may require. Such staff are covered by the same provision as the Executive Director. The Executive Director shall maintain an office as provided under Article III. He shall keep an accurate record of the proceedings and financial condition of the association. The Executive Director shall make those records available for inspection during business hours, to Secretary/Treasurer or any member of the Board of Directors on request. He shall prepare and serve

notices of meetings, send statements of dues, make reports of delinquent dues and collect and deposit all funds of the association.

B) Management Company Arrangement. Upon a 2/3 vote of the Board of Directors, the association may enter into a contract for management services with an independent management company

Services provided by the management company will include the following:

MEETINGS – Arrange location, menu, set-up, etc. Prepare and mail meeting announcements. Handle registration in advance and on site. Assist in developing programs and finding speakers.

NEWSLETTER – Typeset, print and mail association newsletters or information papers either monthly, quarterly or semi-annually as agreed between the parties.

MEMBERSHIP SERVICES – Maintain lists of members and prospects. Assist in the solicitation of new members. Assist in the retention of current members. Provide information to members and others as required.

ADMINISTRATIVE – Maintain appropriate files and records (minutes, Bylaws, policies, correspondence). Prepare necessary reports as agreed between the parties. Monitor Charter and By-Laws for compliance.

LIASON – Maintain contact with national association. Maintain contact and working relationships with related organizations.

LEGISLATION – Monitor state and federal legislative actions. Represent the association at state legislative and regulatory hearings. Keep the membership up to date on state and federal legislation affecting the industry.

COMMITTEES – Provide administrative services to committees – type minutes and agendas. Meet and work with committees as required.

ACCOUNTING – Keep appropriate records, maintain financial status reports and budget. Does not include the cost of an accountant to review or audit.

The following are notes to the above:

- a) None of the above includes printing required to be done by a printing company, postage or office supplies.
- b) One telephone subscription shall be paid by the association which will be used exclusively for the association.

- c) Other costs not included are: travel and expenses for other than regular meetings of the association and the Board of Directors within the metropolitan Atlanta, Georgia area.
- d) Management company will provide diligent care day-to-day non abuse of the association's equipment. Normal wear and tear is to be expected. The association will be responsible for the cost incurred in maintaining or replacing such items as required with prior approval of the Executive committee.
- e) The Management Company will provide a copier, facsimile machine, a postage meter and a folding machine to be used in the course of providing services.
- f) Other required activities by the management staff should be included in the association budget (attendance at the national convention, participation in the national legislative conference, etc.). Incurring expenses outside the basic scope of services shall be approved in advance by the Executive Committee.

Section 2) Employment of the Executive Director or Management Company shall be at the pleasure of the Board of Directors. The Executive Director or the Management Company shall be removed by a 2/3 vote of the Board of Directors. Upon termination with the association, the Executive Director of Management Company shall pay over and deliver up when legally called upon all monies, securities, books, papers or other property belonging to the association in his possession or under his control to his successor in office or to such persons as may be legally appointed to receive them.

Section 3) Vacancies among the Executive Staff shall be filled by the Board of Directors.

#### ARTICLE X. Indemnification

Section 1) All actions of the Directors and Officers are made in good faith, or relying upon records of the association, shall be immune from question in any court proceeding; and if in such action liability be imposed anyway, then this association will indemnify such director or officer to the full extent of any recovery against them together with all court costs and attorneys fees.

Section 2) If the Management Company arrangement is in effect, any contract shall include indemnification by the Management Company.

#### ARTICLE XI. Meetings of the Directors

Section 1) Regular Meetings of the Board of Directors shall be held at a location, date and time as designated by the President. Notice of the regular meetings of the Board of Directors shall be given by the Executive Director or Management Company stating the location, date and time the meeting. Such notice shall be mailed not less than 20 days prior to the date of the meeting.

- Section 2) Special Meetings of the Board of Directors may be called by or at the request of the President or any three Directors. Notice of a special meeting of the Board of Directors shall be given by the Executive Director or Management Company stating the location, date and time and subject to be covered. Such notice may be made by either mail or phone call to each Director. Such notice shall be made in a reasonable length of time before the meeting date.
- Section 3) Waiver of Notice of any meeting may be made by any Director. A Director shall not waive notice by his attendance at any meeting if he is in attendance for the express purpose of objecting to the transaction of any business because of the meeting not being lawfully called.
- Section 4) A Quorum of the Board of Directors shall exist when a simple majority of the Directors are present at any meeting. Voting on all matters submitted to the Board of Directors shall be by the duly appointed Directors in person only.
- Section 5) The order of business of the Board of Directors shall be as follows:
- A) Roll Call.
  - B) Reading of the minutes of the preceding meeting.
  - C) Report of Officers.
  - D) Report of committees.
  - E) Unfinished Business.
  - F) Miscellaneous Business.
  - G) New Business.

## ARTICLE XII Committees

- Section 1) The Board of Directors shall have twelve standing committees which shall be operated under the below stated provisions. A meeting of these committees shall be called by the chairman of said committee prior to any regular meeting of the Board of Directors. Associate Members shall be eligible to serve as the full voting members on all committees except those which are statutory (such as the nominating committee) and do not provide for associate member participation.
- Section 2) The Executive Committee shall conduct the association's business between the meetings of the Board of Directors. It shall insure the continual effective functioning of all other committees. The Executive Committee shall be comprised of all elected officers of the association plus the Immediate Past President, the President of the Associate Membership Officers Committee.
- Section 3) The Nominating Committee shall recommend a proposed slate of association officers. The proposed slate shall be mailed to each regular member at least 20 days prior to the annual meeting of the membership unless otherwise ordered by

the Board of Directors. The Nominating Committee shall be chaired by the Immediate Past President and shall consist of two additional immediate past presidents who are still active in the association and industry.

- Section 4) Long Range Planning Committee shall be engaged in making studies in determining future direction the association should take and to study trends within the industry. The chairman of the Long Range Planning Committee shall be appointed by the President.
- Section 5) The Membership Committee shall investigate the qualifications for the membership in the association from those applications submitted to them and pass them to the Board of Directors with their recommendation. The chairman of the Membership Committee shall be appointed by the President.
- Section 6) The Convention Committee shall be responsible for the location of the site of the annual convention and the necessary logistical arrangements involved with its staging. The Convention Committee chairman shall be appointed by the President. The committee shall include those members chosen by the chairman and approved by the President.
- Section 7) The Finance Committee shall be responsible for the preparation of all financial statements and budgets for the association. The Finance Committee shall meet prior to all scheduled meetings of the Board of Directors or General membership meetings to prepare these statements. The committee shall be chaired by the Secretary/Treasurer and shall include one or more members drawn from the general membership.
- Section 8) Education Committee The Education Committee chairman shall be appointed by the President. The function of the Education Committee shall be to provide professional development activities to the members and to selected organizations/groups outside the normal scope of membership.
- Section 9) Loss Control Committee The chairman of the Loss Control Committee shall be appointed by the President. The duties of the committee shall include the following:
1. Evaluate aspects of worker health and safety as it pertains to the roofing and sheet metal industry and recommend appropriate action.
  2. Investigate development of health and safety equipment for roofers.
  3. Review and update the association Safety Manual as necessary.
  4. Recommend specific actions for dealing with health concerns regarding roofing materials.
  5. Utilize, when possible, test cases dealing with member firms to enhance safety awareness.

- Section 10) Newsletter Committee The Chairman of the Newsletter Committee shall be appointed by the President. The Committee's duties shall include periodic review of the Newsletter to be sure it is timely, interesting and informative. Work with the association staff to develop articles and special interest stories.
- Section 11) Insurance Committee The chairman of the Insurance Committee shall be appointed by the President. The duties of the committee shall include periodic review of current insurance programs and seeking improvement in service and rates. Keep the membership informed and up to date regarding insurance requirements and needs. Recommend new programs or changes in ongoing programs for the members.
- Section 12) Legislative Committee The chairman of the Legislative Committee shall be appointed by the President. The duties of the committee shall include monitoring legislative activity at the state and national level and keeping the membership informed of regulations or legislation which may effect their businesses. Develop positions for recommendation to the Executive Committee for appropriate action.
- Section 13) Awards Committee The chairman of the Awards Committee shall be the most recent recipient of the Boone Noblitt Award and the committee shall consist of two other members who are the next most recent recipients of the award. The committee shall select the name of an individual who has given distinguished service to the association or industry. The award will be given annually at the convention banquet. Other awards programs may be developed as required.
- Section 14) The Board of Directors or the President may form other committees as they see fit to perform specific functions in a lawful manner. However, these committees are without standing and shall cease to function unless renewed by action of the Board of Directors within a year of their formation.
- Section 15) A quorum of any committee shall be 2/3 of the authorized membership of said committee.
- Section 16) Former President's Council shall consist of all former presidents of the association who are active in the industry. The Immediate Past President shall not be a member of this council. The chairman of the council shall be the individual who has served most recently as the Immediate Past President. Membership on the council shall be entitled to one vote, as a body, at all Board of Directors meetings. The vote shall be cast by the chairman to reflect the desires of the majority of the council. The purpose of the council is to advise the President on all matters pertaining to association programs. The council shall also undertake such projects as the President may direct which do not specifically relate to a standing or special committee.
- Section 17) Associate Membership Officers Committee This committee shall be composed of a President, Vice President and Secretary who shall be elected by the associate

membership from the associate membership to serve terms coinciding with Article VII, Section 6. Vacancies shall be filled by the Board of Directors for any unexpired term. The committee will represent their associate members desires through the Executive Committee to the Board of Directors.

#### ARTICLE XIII Miscellaneous

Section 1) The fiscal year of the association shall be the calendar year or otherwise as the Board of Directors may determine.

Section 2) Affiliate organizations may be established by the Board of Directors with the expressed objective of furthering the proposed objectives of this association thus increasing the value of this organization to the membership.

#### ARTICLE XIV Amendments to the By-Laws

Section 1) The membership or the Board of Directors of this association may make, cancel or repeal any of these By-Laws, but all such amendments may be made only in accordance with the procedure set forth in Article XIV.

Section 2) All amendments to these By-Laws proposed by the membership shall be made in accordance with the following procedure:

- a) Any proposed amendment must be submitted in writing to the President and must be accompanied by the affirmative written endorsement of at least five (5) members in good standing, supporting the amendment.
- b) Upon receipt of such proposed amendment, with the proper endorsements, The President, shall call a meeting of the Executive Committee of the Board of Directors for the purpose of the Executive Committee's consideration and formulation of a recommendation with respect of the action to be taken on the proposed amendment. Such a meeting shall be held no later than twenty (20) days after the association's receipt of the written amendment accompanied by the required endorsements.
- c) After consideration and recommendation by the Executive Committee, the proposed amendment shall then be submitted to the Board of Directors of the association at its next regular meeting. The Board of Directors shall then also consider the amendment and shall formulate a recommendation with respect to the action to be taken on the amendment.
- d) The written amendment, along with the recommendations of the Executive Committee and the Board of Directors shall then be submitted to a vote by the general membership. If the written amendment, accompanied by the required endorsements, is submitted to the President at least thirty (30) days prior to the next meeting of the membership, the amendment shall be submitted to a vote

of the membership held after the submission of the amendment to the association membership. If the amendment, accompanied by the required endorsements, is submitted to the President less than thirty (30) days prior to the next meeting of the membership, then the amendment shall be submitted to a vote of the membership at the next meeting of the membership which is held not less than thirty (30) days after the submission of the amendment, and the required endorsements, to the association membership present and voting at the relevant meeting shall be required for the adoption of the amendment.

Adopted January 22, 1993