

# OHIO ROOFING CONTRACTORS' ASSOCIATION

## CONSTITUTION

### ARTICLE I

#### Name

Section 1. The name of this organization shall be the Ohio Roofing Contractors' Association.

### ARTICLE II

#### Purposes

Section 1. To conduct, operate and maintain a Trade Association composed of firms engaged in the commercial, industrial, residential and other specialized business in the areas of roofing.

Section 2. To encourage a spirit of cooperation and friendliness among its members; to favorably impress the public, and promote the welfare and public acceptance of the industry.

Section 3. To take positive steps to protect the industry against imposition, injustice, and encroachments by other industries by the gathering and dissemination of information of interest and usefulness, and by other lawful means and, generally, to discourage unfair methods of competition and trade practices.

Section 4. To cooperate in the passage of just and reasonable laws affecting the roofing industry.

Section 5. To establish and maintain friendly relations between roofing contractors, architects and engineers, and all other branches of the construction industry.

Section 6. To promote the activities of the National Roofing Contractors Association.

Section 7. To organize and engage in such activities as promotion, and public education for the benefit of its members, and to carry on such other lawful activities as may become expedient for the better protection of the industry and the membership.

### ARTICLE III

#### Membership

Section 1. Membership in this Association shall be limited to any firm of good repute, engaged in any phase or phases of the roofing industry having a fixed place of business in the State of Ohio, or in adjoining state counties that are adjacent to the Ohio border.

Section 2. Election to membership in the Association shall be by vote of the Board of Directors. The Board of Directors shall establish the requirements for membership; in addition to those set out herein, and in the By-Laws.

Section 3. All members are entitled to attend all meetings of the Association, and to participate in all discussions at such meetings.

Section 4. Classes of Membership

- A. Active Members: Active members shall be established roofing, waterproofing, roof deck and roof systems contractors having a fixed place of business in the State of Ohio. Active members shall constitute the voting body of the Association. Each active member in good standing shall have one vote on all matters submitted to a vote of members.
1. Each firm elected to active membership shall be represented by a delegate who shall be legally authorized and qualified to represent such firm at the meetings, and who shall be eligible to an office in the Association.
  2. In the event that the qualified representative of a member firm cannot attend a regular meeting, annual meeting, or special meeting, his membership may be voted by a duly legalized proxy assigned to the qualified representative of another member firm in good standing.
  3. In the event an active member sells or disposes of his, or its business, membership in this Association may be transferred to the purchaser of such business upon the application of the purchaser, subject to the approval of the Board of Directors of this Association.
- B. Associate Members: Association Membership is limited to persons, firms or corporations who are interested in the roofing industry. Associate members shall be vested with all the privileges of the Association, except the right to vote or hold office. Rules and regulations governing Associate memberships not otherwise set forth; herein; and in the By-Laws, shall be as determined by the Board of Directors.

ARTICLE IV

**Termination of Membership**

Section 1. Any member whose dues are paid may resign at any time. Resignation must be presented in writing; to the Board of Directors, which shall act thereupon at the first meeting following receipt, thereof. No resignation shall be accepted if the member is indebted to the Association.

Section 2. A member may be suspended by the Board of Directors on failure to pay dues within thirty days after they shall become due, and the Board of Directors may provide for a reinstatement fee not in excess of ten percent (10%) of the amount due as a condition of reinstatement. Suspension of a member shall have the same effect as termination of membership for the period of such suspension.

Section 3. The Board of Directors may make such rules as it sees fit in regard to expulsion of members for non-payment of dues, subject, however, to the condition that any member who is four (4) months delinquent in dues shall be subject to automatic expulsion.

Section 4. The Board of Directors may at any regular meeting, or at any special meeting called for that purpose, at which a quorum shall be present, upon just cause in their opinion, and upon two-thirds affirmative vote of those present suspend any member, provided a notice of the charge made has been sent by registered mail to the member charged, who shall be privileged to attend the special meeting, and have a hearing on the merits of the dispute or charge.

Section 5. Any suspended member shall be entitled, on his demand, to a further hearing at any regular meeting of the Association, or at a special meeting called for that purpose after due notice is mailed to all members. The general membership shall be the final judge on the merits of the charge made against the suspended member. If, after a hearing before the general membership, the charge against the suspended member is upheld by a two-thirds affirmative vote of members at a meeting which a quorum is present, the suspended member shall thereupon be expelled from the Association.

## ARTICLE V

### Meetings

Section 1. There shall be an annual meeting of members held each year at such date, place and time as shall be arranged by the Board of Directors. At least ten days notice, in writing, by mail of the annual meeting shall be given to all members. Ten active members in good standing shall constitute a quorum at such meeting.

Section 2. Special meetings of members, upon notice to all members, may be called when deemed necessary by the President, the Board of Directors, or signed petition of five members. Ten active members in good standing representing at least five (5) zones(which zones shall be as determined by the Board of Directors) shall constitute a quorum at such meeting.

Section 3. A majority of the Board of Directors shall constitute a quorum at Directors' meetings.

Section 4. Meetings shall be conducted under Robert's Rules of Order when not inconsistent with this Constitution or the By-Laws.

## ARTICLE VI

### Directors and Officers

Section 1. The Officers of this Association shall be a President, up to three(3) Vice Presidents, and a Secretary-Treasurer; who shall be elected by the Board of Directors at each annual meeting. The President shall be the Chief Executive Officer of the Association, and shall be subject to the control of the Board of Directors for general supervision, direction, and control of the business and Officers of the Association. He shall preside at all meetings of the members and the Board of Directors, and he shall appoint all committees, including a nominating committee. The Vice Presidents shall assume the duties of the President in his absence, or inability to act, and shall be an ex-officio member of all committees. These duties, when required, shall be delegated by the Vice Presidents from among themselves. The Secretary-Treasurer shall be responsible for taking, preparing and preserve the minutes of meetings of the Association and shall be the custodian of all the funds of the Association, and from time to time, render an account of financial affairs of the Association. The Secretary-Treasurer shall supervise the keeping of the books and records of the Association. The Secretary-Treasurer may delegate to an Executive Director, hereinafter provided for, such duties and responsibilities as may be determined and consented to by the Board of Directors.

Section 2. The Board of Directors shall be composed of (i) the President, the Vice Presidents and the Secretary-Treasurer, and (ii) three (3) elective directors. In addition the Immediate Past President and the Executive Director shall be ex-officio members of the Board of Directors.

Section 3. The Board of Directors shall be charged with the responsibility for the fulfillment of the purposes and policies of the Association.

Section 4. The term of office of the Officers shall be for a two (2) year term or until their successors have been duly elected. The term for Directors shall be from election at the annual meeting to the following annual meeting. An Officer or Director may be re-elected to office, either to succeed himself, or to fill another office or directorship in the Association.

Section 5. Election of elective directors at the annual meeting shall be by secret ballot in those cases where there are more nominees than open directorships. Said election may also be done by mail ballot of the entire membership, at the discretion of the Board of Directors. Election of Directors shall be based on the votes cast for each nominee.

Section 6. The Board of Directors shall have full and complete control of the business of the Association; subject only to the limitations of the Constitution and By-Laws. The Board of Directors shall have authority to hire an Executive Director, and such other employees as the needs of the Association may require. The Board of Directors shall make such rules and regulations as it deems necessary and proper to accomplish the purpose of the Association.

## ARTICLE VII

### Amendments to the Constitution

Section 1. Amendments to this Constitution may be proposed by two or more members filing a request for same, in writing, to the Association at its regular address. Upon receipt of such proposed amendment to the Executive Director, shall submit the same to be voted upon by mail to the members. A two-thirds majority of the total voting membership, voting affirmatively, shall be required to make any such amendment effective. In the event that no sufficient affirmative votes are returned to accept the amendment within thirty (30) days; such proposed amendment will be considered null and void.

## ARTICLE VIII

### Adoption of Constitution

Section 1. This Constitution was adopted by the membership of the Association at a meeting of the Association held on the twelfth day (12<sup>th</sup>) day of December, 1985, amended effective August 10, 1987, amended effective May 5, 2004 and amended effective December 29, 2006.

