

OHIO ROOFING CONTRACTORS' ASSOCIATION

BY-LAWS

ARTICLE I

Membership

Section 1. Applications for membership to the Ohio Roofing Contractors' Association hereinafter called the Association, shall be made in writing, accompanied by a check covering the appropriate membership dues. All applications must be signed by the applicant; who shall state the location of his office and shop.

Section 2. The applicant shall be endorsed by at least one member of the Association; in good standing.

Section 3. The application and appropriate check shall be forwarded to the Association Office. The Association Executive Director shall present it to the Board of Directors at their next regular meeting.

Section 4. The Board of Directors shall determine the eligibility of the applicant, and shall have full authority to accept an applicant for membership.

ARTICLE II

Annual Dues

Section 1. The annual dues structure shall be established by the Board of Directors.

ARTICLE III

Duties of Officers and Directors

Section 1. The President

- (1) It shall be the duty of the President to preside at all meetings of the Association, and to exercise a general supervision over the interests and affairs of the Association.
- (2) The President shall be the Chairman of the Board of Directors and, with the Executive Director, shall appoint all committees; subject to the approval of the Board of Directors. He shall, along with the Executive Director, be ex-officio member of all committees, and as such the President shall have the power to cast a tie breaking vote.
- (3) The President may, at his discretion, call special meetings of the Association, and shall do so at the written direction of any three (3) members. He may between meetings, if, in his judgment it seems in the interest of the Association to do so, refer to the Board of Directors, or to a committee; any urgent business of the Association in any matter not otherwise provided for. It shall be his duty to bring to the attention of the Association all matters which may, in his judgment, be of interest to the Association, and to perform such other duties as are usual to the office of a President.
- (4) A Board member may have up to two unexcused absences to Board meetings per year. If a Board member is absent for more than these two meetings; then the Board may take action to remove the individual, and designate someone to fill the remaining term.

Section 2. The Vice Presidents

- (1) In the absence of the President, the Vice Presidents shall perform the duties, and have all the power and authority of the President.
- (2) The Vice Presidents shall be given preferential consideration by the Nominating Committee to succeed to the Presidency.

- (3) The Vice Presidents shall assume all those tasks and duties assigned by the President.

Section 3. The Secretary-Treasurer

- (1) It shall be the duty of the Secretary-Treasurer, in cooperation with the Executive Director of the Association, to exercise general supervision over the collection, disbursement and reporting of the funds of the Association.
- (2) He shall see to it that the Association Office maintains a book of records of all receipts and disbursements, and he shall report at each annual meeting, and at other times, if so directed by the Association, upon vouchers certified by the Board of Directors as correct.
- (3) At the expiration of his term of office, he shall turn over to his successor all funds, accounts and property of the Association which may be in his custody.

Section 4. Executive Director

- (1) The Executive Director will report to the Board of Directors, and will be responsible for all Association activities and programs; subject to review by the Board.
- (2) Any additional staff directors and supporting office personnel shall be under the direct and immediate supervision of the Executive Director, and it shall be his responsibility to maintain an Association Staff adequate to fulfill the needs of the Association.
- (3) The Executive Director will be responsible for the administration of the Association Offices, and the Association's financial management; including:
 - (a) Collection of dues, fees, assessments and all other monies
 - (b) Payment of authorized expenditures
 - (c) Financial Statements
 - (d) Budgets
- (4) The Executive Director will be responsible for the development of membership; in cooperation with the Membership Committee.
- (5) The Executive Director shall also be responsible for community and public relations. He will act in the capacity of spokesman for the Association; along with the President.

Section 5. The Board of Directors

- (1) The President of the Association shall be the Chairman of the Board of Directors.
- (2) The Board of Directors shall have a general controlling power over the acts of the officers, agents and representatives of the Association, and shall manage the affairs of this Association within the limitations set forth in the Constitution and By-Laws, and any other limitations lawfully imposed.
- (3) The Board of Directors of the Association shall consist of no less than six (6) members, plus the immediate Past President and the Executive Director as ex officio members; who shall be the following:

President
Up to three (3) Vice Presidents
Secretary-Treasurer
Three (3) elective Directors

- (4) A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 6. The Executive Committee

- (1) The Executive Committee of the Association shall consist of the following:

President
The Vice Presidents
Secretary-Treasurer
Executive Director
Immediate Past President

- (2) The Executive Committee shall function within the limitations set forth in these By-Laws, and any other limitations lawfully imposed. The members of the Executive Committee present at any meeting of said Executive Committee shall constitute a quorum for the transaction of business.

Section 7. Fidelity Bond

- (1) A blanket position fidelity bond shall be furnished covering all members of the Board of Directors, Executive Committee and Association Staff in such principal sum as the Board shall prescribe. The premium for said bond shall be paid for by the Association.

ARTICLE IV

Management - Financial

Section 1. The fiscal year of this Association shall be the calendar year, and the annual meeting of the Association shall be the June meeting.

Section 2. Annual dues to the Association shall become due on January 1st of each year; payable by March 1st. Dues paid after March 1st shall be subject to a late payment fee of five percent (5%) per month for every month that said dues payment is late.

Section 3. Attendant Administration of the Association accounts shall be vested in the Association Board of Directors and/or Executive Committee; who shall meet as required in order to satisfactorily perform this function. All bank checks drawn against the Association account shall be signed by the Association Executive Director, and any one of the other members of the Board.

Section 4. An annual budget to cover the operations of the Association shall be prepared by the Executive Director, and shall be submitted to the Board of Directors no later than the Board's January meeting.

Section 5. There shall be an annual audit of all books and accounts of the Association. This audit shall be prepared as soon after the close of the Association's fiscal year as possible; by an auditor approved by the Board of Directors. The annual audit report shall be submitted to the Board of Directors.

Section 6. The Board of Directors shall employ an Executive Director, establish the duties, fix the compensation and approve the location of the Association Offices.

Section 7. The Board of Directors shall approve all other staff employees; approve their duties and their compensation.

Section 8. The duties of the Association Staff shall include, but not be limited, to the following:

- (1) Give notice of all meetings of the Association
- (2) A staff member shall attend all meetings of the Association
- (3) One or more staff members shall be in attendance at all Committee Meetings

- (4) Keep records of all proceedings of Association and Committee Meetings
- (5) Conduct all Association correspondence
- (6) Carry into execution all orders, votes and resolutions not otherwise committed
- (7) Maintain a list of the members of the Association
- (8) Collect dues
- (9) Generally to devote their best efforts to forwarding the business and advancing the interest of the Roofing Industry

ARTICLE V

Committees

Section 1. The President and Executive Director each year shall appoint the chairman and members of all Association committees, and shall appoint all representatives of the Association to other associations and groups.

Section 2. A Group Rating Plan may be established for the following purposes:

- a. Provide for reduced Workers' Compensation Premium costs for Member Firms
- b. Establish a Safety Program in conjunction with the Group Rating Plan that can be implemented throughout the industry
- c. To work with the Bureau of Workers' Compensation in establishing a fair base rate for the roofing industry

ARTICLE VI

Appropriation of Funds

Section 1. The limits to which the funds of the Association may be appropriated shall be such part of the balance in the custody of the Board of Directors, as has not previously been appropriated, and all committees shall, before making an expenditure, submit their request to the Board of Directors for appropriate action and referral.

ARTICLE VII

Meetings

Section 1. At regular meetings of members; the order of business shall be in accordance with the Robert's Rules of Order.

Section 2. The call for special meetings of members shall state its purpose, and no business other than stated in the call shall be transacted.

Section 3. Special meetings of members of the Association may be called by the President any time, and he shall also call a special meeting whenever so requested, in writing, by three (3) members of the Association.

ARTICLE VIII

Termination of Membership

Section 1. Any person, firm, or corporation, ceasing to be a member of this Association by reason of resignation or otherwise, as provided in this Constitution and By-Laws, shall forfeit all rights of this Association.

ARTICLE IX

Acceptance of Constitution and By-Laws

Section 1. Each member of this Association shall, in writing, agree to abide by its' Constitution and By-Laws, and all amendments thereto.

ARTICLE X

Adoption of By-Laws

Section 1. These By-Laws were amended and adopted by the Board of Directors of the Association at their regular meeting on the twelfth (12th) day of December, 1985, amended on the twenty ninth (29th) day of July, 1987, amended on the tenth (10th) day of May, 1991, and amended on the 26th day of September, 2006.

