

BY-LAWS

ARTICLE I. NAME AND LOCATION

Section 1. Name:

The name of the Association shall be the Northeast Florida Roofing and Sheet Metal Contractors Association (NEFRSA)

Section 2. Location:

The location of the principle office shall be as established by the Board of Directors.

ARTICLE II. OBJECTIVE

Section 1. The objectives of the Association shall be as follows:

- a. To develop the roofing, waterproofing, roof deck, roof system, sheet metal, heating ventilating and air conditioning contracting business; and to improve the interest and welfare of its members.
- b. To establish and secure the use of a superior quality of materials and workmanship and by better public service to contribute to the advancement of the industry in all its branches.
- c. To promote harmonious relations between the members and their employees.
- d. To obtain and make available educational material, pertinent data and information relative to the industry.
- e. Generally to secure to its members the benefits of cooperation in the furtherance of their legitimate pursuits.

ARTICLE III. MEMBERSHIP

Section 1. a. Active Members. Active members shall constitute the voting body of the Association. Each member shall have one (1) vote.

1. Established roofing, roof deck, roof systems, sheet metal, heating and air conditioning contractors who are engaged in the application of their trade, are eligible for active membership in the Association.
2. Active membership shall be granted to a company or corporation engaged in contracting business as defined in Article III, Section 1. Each firm or corporation shall

file the name of the individual selected to be its representative in the Association.

- b. Honorary Members. Honorary membership may be voted by majority vote of the Board of Directors for such time and with privilege as the Board may determine.**
- c. Associate Members. Any firm or individual engaged in the manufacturing and/or supplying of materials, equipment, or services used by the Active Membership of this Corporation, shall be eligible for Associate Membership.**
 - 1. Associate Membership shall have voting privileges.**
 - 2. Dues, benefits, privileges and obligations of the Associate Member shall be determined, from time to time, by the Board of Directors or the Executive Committee.**

Section 2. Application. All applications for membership shall be made to the Board of Directors.

Section 3. Termination of Membership. Membership in the Association shall cease upon lapse of five (5) months delinquency in payment of annual dues or withdrawal of the member from active participation in the industry. Any membership may be suspended or terminated for cause.

Sufficient cause for such suspension or termination of membership shall be violation of By-laws or any unlawful rule or practice duly adopted by the Association. Suspension or expulsion shall be by two-thirds (2/3) vote of the entire membership of the Board of Directors; provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the member at least twenty (20) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which time the charges shall be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken thereon.

ARTICLE IV. REVENUE

Section 1. The revenue of the Association shall be derived from dues of members and such other sources as designated by the Board of Directors.

Section 2. The dues for all Classes of membership shall be established by the Board of Directors.

Section 3. The fiscal year shall commence on the First day of October and shall end on the Thirtieth day of September.

ARTICLE V. OFFICERS

- Section 1. Officers.** The elected officers shall be a President, Vice President, Treasurer and Secretary. The term of each officer shall be for one year.
- Section 2. Qualifications.** Every officer nominated shall have served a minimum of one (1) year as a member of the Association prior to their nomination. Only two (2) Associate members may serve as officers of the Association in any given year.
- Section 3. Duties.** It shall be the duty of the President to preside at all meetings of the Association and the Board of Directors, to appoint committees not otherwise provided for and to perform such duties as pertain to his/her office.
- Section 4.** The duties of the Vice President shall be as delegated to them by the Board of Directors. He/she shall perform the duties of the President in the event of the Presidents inability to serve.
- Section 5.** The Treasurer shall be in charge of the Associations funds and records. He/she shall establish proper accounting procedures and shall be responsible for the keeping of the funds in such banks, trust companies and for investments as are approved by the Board of Directors.
- Section 6.** It shall be the duty of the Secretary to give notice of and attend all meetings of the Association and to keep record of all proceedings.
- Section 7.** All checks, drafts, etc. shall require the signature of two (2) of the officers of the Association.

ARTICLE VI. BOARD OF DIRECTORS

- Section 1. Qualifications, Terms and number of Directors.** The board of Directors shall consist of not more than four (4) elected Directors. Their term of office shall be for one (1) year or until their successors are elected. To be eligible for election to the Board of Directors, a representative must be from an active member firm in good standing, and an employee for at least one (1) full year prior to nomination. Only one (1) Associate member may serve as an elected Director in any one (1) year.
- Section 2. Powers.** The elected Officers and directors shall constitute the full Board of Directors, performing such duties and exercising such powers as are delegated to them by these By-laws for the governing of the association and it's members as the Board may deem proper.

ARTICLE VII. NOMINATING COMMITTEE AND ELECTIONS

- Section 1. Nominating Committee.** The nominating Committee shall be appointed by the President and shall consist of one (1) Board Member and two (2) non - Board members and consent to such service. It shall be the duty of this committee to study the qualifications of members in good standing to serve as Officers and Directors for the ensuing year. Considering qualifications and geographic location, the committee shall submit to the body, prior to the last general meeting before the beginning of the fiscal year, a slate of Officers and Directors. The Chairman shall be the Board member.
- Section 2. Election.** The election of Officers and Directors shall take place at the general meeting. Nominations in addition to the Nominating Committee slate, may be made from the floor, such nominations to be made in writing. Officers shall be elected by majority of all votes cast and the Directors by plural in vote. Election shall be by ballot, except in the instance of only one nominee for office, when there may be a viva voce vote.

ARTICLE VIII. INSTALLATION AND VACANCIES

- Section 1.** Officers and Directors elected at this Annual Meeting shall be installed at the close of the meeting.
- Section 2.** Vacancies in any office may be filled for the balance of the term thereof by the Directors at any regular or special meeting.

ARTICLE IX. MEETINGS

- Section 1. Annual.** Annual meetings of the association shall be held each year at such places and times and of duration as may be determined by the Board of Directors or by vote of the members assembled in convention.
- Section 2. Special.** Special meeting of the Association shall be called by the President n written request of three (3) members of the Board of Directors or thirty (30) per cent of the Membership in good standing. Members shall have at least fifteen (15) days notice of any special meeting and the call shall state the objects thereof. No action shall be taken on matters not specified in the notice.
- Section 3. Quorum.** Fifty (50) per cent or more in good standing shall constitute a quorum for the transaction of business, but less may meet and adjourn from time to time.

- Section 4. Directors. The Board of Directors shall meet in advance of the Annual Meeting to receive the reports of the President, other Officers and Committee Chairman.**
- Section 5. Directors. The Board of Directors shall meet as soon as practicable after the close of the fiscal year. Written notice, stating the time, place and general nature of the business to be conducted, shall be sent to all board meetings, whether in person or mail, shall be furnished to each member of the Board of Directors by the Secretary.**
- Section 6. Notice. It shall be the duty of all members to keep on file an address to which all notices required by the minutes, By-laws and rules and regulations of the Association may be sent. The mailing of any such notices of any regular or special meeting to such last know address shall be sufficient and conclusive notice upon such member.**

ARTICLE X. COMMITTEES

- Section 1. Audit Committee. The President shall appoint an Audit Committee of three (3) members that may cause an audit to be made of all accounts, books, securities, funds and other property and of other Officers and committees charged with the receipt and expenditures of monies and report to the Board of Directors before its meeting. The Audit Committee shall, upon direction of the Board of Directors employ a Public Accountant, not a member of the Association, who shall make a complete audit of the books and records of the Association at the end of the fiscal year, and shall make a written report to the Board of Directors.**
- Section 2. Budget and Finance Committee. At least sixty (60) days prior to the convening of the Board of Directors, the President shall appoint a Budget and Finance Committee, whose duties it shall be to review the current financial statement and to set up a budget to cover the operation of the Association during the next fiscal year and to submit a report to the Board of Directors.**
- Section 3. The President, with the approval of the Board of Directors, shall appoint such other committees, subcommittees or task forces as are necessary, and the duties of such committees shall be as prescribed by the Board of Directors.**

ARTICLE XI. AMENDMENTS

All amendments of additions to these By -laws shall be proposed in writing at the annual meeting of the Association. A two -thirds (2/3) vote of the members present shall be necessary for their adoption.

ARTICLE XII. PARLIMENTARY AUTHORITY

In all instances not covered by these By-laws, Robert’s Rule of Order Revised shall apply in all questions of procedure and parliamentary law.

ARTICLE XIII. DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in the By-laws and no part of said funds shall insure or be distributed to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

AMENDMENTS TO THESE BY-LAWS

- Amendment 1.** Article VI, Section 1, add: **Only one (1) Associate Member may serve as an elected Director in any one (1) year.**
- Amendment 2.** Article V, Section 2, change: **Only one (1) Associate Member, to only two (2) Associate Members.**
- Amendment 3.** Article VI, Section 1 add: **“and an employee for at least one (1) full year prior to nomination” after the word “standing”.**