



RCAT BY-LAWS

ARTICLE I

NAME AND LOCATION:

Section 1. The name of this organization shall be ROOFING CONTRACTORS ASSOCIATION OF TEXAS, a non-profit corporation, incorporated in the State of Texas.

Section 2. Any offices of the Association shall be located within the geographical boundaries of the State of Texas as may be determined by the Board of Directors.

ARTICLE II

OBJECTIVE:

Section 1. The objectives of this Association shall be:

- a) To provide an opportunity for the exchange of experience and opinions through discussion, study and publication.
- b) To promote harmonious relations between its members and allied divisions of the construction industry.
- c) To promote the roofing, waterproofing, architectural sheet metal and roof related deck industries and its services to business, government and the public.
- d) To develop and encourage the practice of high standards of personal and professional conduct.
- e) To acquire, preserve and disseminate data and valuable information relative to the functions and accomplishments of the roofing, waterproofing, architectural sheet metal and roof related deck construction industry.
- f) To cooperate with local, regional, or national groups of roofing, waterproofing, architectural sheet metal and roof related deck contractors in the common endeavor to advance the roofing, waterproofing, architectural sheet metal and roof related deck industries.

Subject to prior approval of the Board of Directors, the Association may take a position and express an opinion on issues directly and generally affecting the roofing, water-proofing, architectural sheet metal and roof related deck industries as such; provided, however, that no action shall be taken on such matters that clearly fall solely within the purview of individual firm management.

ARTICLE III

FINANCE:

Section 1. FISCAL PERIOD: The fiscal year of this Association shall begin on January 1 and end on December 31 of each year.

Section 2. BUDGET: On recommendations of the Executive Committee, the Board of Directors shall adopt in advance of the next fiscal period, an annual operating budget covering all activities of the Association.

Section 4. FINANCIAL REPORT: The Secretary/Treasurer shall furnish the membership a financial report for the year completed at the end of the fiscal period.

Section 5. AUDIT: The accounts of the Association shall be subject to audit by a Certified Public Accountant who shall be appointed by the Executive Committee with the approval of the Board of Directors and who shall provide a report to the Board of Directors.

Section 6. REVENUE: The revenue of the Association shall be derived from dues of members and such other sources as designated by Board of Directors.

Section 7. DUES AND ADMISSION FEES, if any, for all classes of membership shall be established by the Board of Directors.

ARTICLE IV

MEMBERSHIP:

Section 1.

a) REGULAR MEMBERSHIP: Regular members shall constitute the voting body of the Association. Each regular member company shall have one (1) vote.

- 1) Any established roofing, waterproofing, architectural sheet metal or roof related deck contractor whose principal business is roofing, waterproofing, architectural sheet metal, or roof related deck application contracting that has been in business for a minimum of one (1) year shall be eligible for membership.



- 2) Regular membership shall be granted to a company, corporation, or partnership engaged in the roofing, waterproofing, architectural sheet metal or roof related deck application contracting business who has met the requirements set forth in the Membership Guidelines and application form. Each company, corporation or partnership shall file with the Executive Director the name of the representative and alternate selected to be its representative.
- b) HONORARY MEMBERSHIP: May be voted by a majority of the Board of Directors for such time and with such privilege as the Board of Directors may determine.
- c) ASSOCIATE MEMBERSHIP: Any individual proprietor, partnership, or corporation composed of service professionals, manufacturers and/or suppliers of materials and by-products used by the Contractor membership of this corporation, shall be eligible for Associate membership. Associate members shall have no vote except for current Associate members of the Board of Directors as defined under Article V, Section 2.

Section 2. REQUIREMENTS FOR MEMBERSHIP: Specific requirements for Association membership and any dues and/or admission fees, obligations, benefits, and privileges of the members are defined in the Membership Guidelines as approved by the Board of Directors. The Board of Directors may update the guidelines for membership from time to time as deemed proper.

Section 3. APPLICATION FOR MEMBERSHIP: All applicants for membership shall complete and sign the current application form provided by the Association and submit the application to the Executive Director with the dues and/or admission fees. Application forms shall include an agreement by the applicant to abide by the Association's Code of Ethics.

Section 4. ADMISSION OF MEMBERS: Admission of all applicants for membership shall be by majority vote of those present and voting at any meeting of the Board of Directors or Membership Committee.

Section 5. DELINQUENCY: Any member of the Association who shall be delinquent in dues for a period of sixty (60) days from the time dues become due shall be notified of such delinquency and suspended from further services. If dues are not paid within the next succeeding thirty (30) days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

Section 6. TERMINATION OF MEMBERSHIP: Members of any classification may be removed from membership for cause by two-thirds (2/3) vote of the Board of Directors. For any cause other than nonpayment of dues, removal shall occur only after the member in question has been advised in writing and has been given a reasonable opportunity for defense. The Board of Directors may reinstate any member by a vote of two-thirds (2/3) of the Board of Directors.

Section 7. RESIGNATION: Any member may resign by filing a written resignation with the Executive Director, but such resignation shall not relieve the member of the obligation to pay any dues or other charges theretofore accrued and unpaid.

Section 8. REFUNDS: Dues and/or admission fees shall not be refunded to any member whose membership terminates for any reason.

ARTICLE V

BOARD OF DIRECTORS:

Section 1. AUTHORITY AND RESPONSIBILITY: The governing body of this Association shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Association, its committees and publications; they shall determine its policies or changes therein, actively prosecute its objectives and supervise the disbursements of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, delegate certain authority and responsibility.

Section 2. COMPOSITION: The members of the Board of Directors shall include the President, the Senior Vice President, the Vice President, the Secretary/Treasurer, the immediate Past-President, not more than fourteen (14) appointed regular Contractor members, not more than six (6) appointed Associate members and the current Chairman of the Board for each active Chapter as defined in ARTICLE XIII. At no time shall there be less than fifteen (15) members of the Board of Directors.

Section 3. MANNER OF APPOINTMENT AND TERM: Only active members of the Association may serve on the Board of Directors and/or hold an officer position. Directors shall be appointed by the standing Nominations Committee. At least four (4) regular directors shall be appointed each year to serve for a term of three (3) years or until their successors have been appointed and assume office. At least two (2) Associate members shall be appointed each year to serve for a term of two (2) years or until their successors have been appointed and assume office.



Section 4. RE- APPOINTMENT: No member of the Board of Directors who has served for two (2) consecutive full or partial terms shall be eligible for reappointment until at least one (1) full year has elapsed, unless elected as an officer of the Association. Three (3) total consecutive full or partial terms is the maximum time any member may serve on the Board of Directors until at least one (1) full year has elapsed between terms. No Associate Member of the Board of Directors who has served for two (2) consecutive terms shall be eligible for reappointment until at least one (1) full year has elapsed.

Section 5. NOMINATIONS: The Nominating Committee, acting in accordance with Article X, Section 1, of these by-laws, shall present to the Board of Directors at least fifteen (15) days before the Annual Business Meeting, the results of the electronic ballot for each Elected Officer seat and one nomination for each appointed seat on the Board of Directors which is vacant or is about to expire.

Section 6. QUORUM OF THE BOARD OF DIRECTORS: At any meeting of the Board of Directors, no less than five (5) members of the Board of Directors shall constitute a quorum for the transaction of the business of the Association and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present

Section 8. VOTING: Voting rights of an Officer, Director or Committee Member shall not be delegated to another nor exercised by proxy.

Section 9. ELECTRONIC VOTING OR VOTING BY MAIL: Action taken by an electronic or mail ballot of the members of the Board of Directors, in which at least a majority of such Directors, in writing, indicate themselves in agreement, shall constitute a valid action of the Board of Directors if reported at the next regularly scheduled meeting.

Section 10. ATTENDANCE & ABSENCE: Any director or elected officer who shall have been absent from two (2) consecutive meetings of the Board of Directors during a single administrative year shall automatically vacate their seat on the Board of Directors and the vacancy shall be filled as provided by these by-laws; however, the Board of Directors shall consider each absence of an elected officer or director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

Section 11. VACANCIES AND REMOVAL: Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors by the next Annual Business Meeting. A Director so appointed to fill a vacancy shall serve the unexpired term of his predecessor. The Board of Directors may at its discretion, by affirmative vote of two-thirds (2/3) of the members, remove any Director for cause.

Section 12. COMPENSATION: Directors and elected officers shall not receive any compensation for their services.

ARTICLE VI OFFICERS:

Section 1. ELECTED OFFICERS: The elected officers of this Association shall be a President, a Senior Vice President, a Vice President, a Secretary/Treasurer and immediate Past-President, to be elected by the membership by electronic or mail ballot and who will serve until their successors have assumed office. An elective officer is expected to attend 75% of all meetings of the Board of Directors or the Executive Committee.

Section 2. QUALIFICATIONS: Any regular member in good standing shall be eligible for nomination and election to any elected office of this Association, provided he/she shall have served at least one (1) year as a member of the Board of Directors at any time prior to an elected term of office. Associate members may not serve as an elected officer of the Association.

Section 3. NOMINATIONS: In accordance with the procedure specified in Article X, Section 1, the Nominating Committee shall prepare and submit to the members at least (2) nominations for open elective officer position(s) of the Association as received from the membership. Any person so nominated shall give his/her prior consent to nomination and election as an officer prior to being placed on the ballot. The President, President-Elect and Executive Director are to certify results of ballots and report to the membership at the Annual Business Meeting.

Section 4. TERM OF OFFICE: Each elected officer shall take office immediately upon installation and shall serve for a term of one (1) year until he/she automatically succeeds to the next Officer position as specified in Article VII. Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.

Section 5. RE-ELECTION: No elected Officer shall be eligible for reelection for more than two (2) successive terms of office.



Section 6. VACANCIES/REMOVAL: The vacancy of any elected Officer position occurring will be filled by two-thirds (2/3) vote of the Board of Directors. If the Board of Directors fills the vacant position prior to the next Annual Business Meeting, the succeeding Officers will automatically advance to the next position and they will appoint another qualifying member of the active Board of Directors to fill the Vice President position. The Board of Directors, at its discretion, by a two-thirds (2/3) vote of its members, may remove any officer from office for cause.

ARTICLE VII

DUTIES OF OFFICERS:

Section 1. PRESIDENT: The President shall serve as Chairman of both the Board of Directors and Executive Committee. He shall also serve as a member, ex-officio, with the right to vote, on all committees. He shall make all required appointments of Standing and Special Committees with the approval of the Board of Directors. At the Annual Business Meeting of the Association, and at such other times as he/she shall deem proper, the President shall communicate to the members such matters and make such suggestions as may, in his/her opinion, tend to promote the welfare and increase the usefulness of the Association. He/She shall perform such other duties as are incidental to the office of the President or as may be prescribed by the Board of Directors. The President shall succeed to the immediate Past-President position at the end of his/her term.

Section 2. SENIOR VICE PRESIDENT: The Senior Vice President shall be the President-Elect and shall succeed to the presidency. His/Her duties shall be as delegated to him/her by the Board of Directors. The Senior Vice President shall perform the duties of the President in the event of his/her inability to serve. The Senior Vice President shall serve as Chairman of the Nominating Committee.

Section 3. SECRETARY/TREASURER: The Secretary/Treasurer shall be in charge of the Association's funds and records. As Treasurer he/she shall collect all member dues and/or assessments; shall have established proper accounting procedures and shall be responsible for the keeping of the funds in such banks, trust companies and/or investments as are approved by the Executive Committee. He/She shall report on the financial condition of the Association at all meetings of the Board of Directors and at other times when called upon by the President. At the end of each fiscal year, as Treasurer, he/she shall prepare an annual report which shall reflect all monies received, dispersed and held in reserve. At the expiration of this term of office, he/she shall deliver over to his/her successor all books, money and other property in his/her charge, or in the absence of a successor, shall deliver such properties to the President. As Secretary of the Association, he/she shall be responsible for the proper and legal written notices to members. He/She shall see to the proper recording of proceedings of meetings of the Association, Board of Directors and all committees and carry into execution all orders, votes and resolutions. He/She shall see that accurate records are kept of all members. He/She shall keep the Seal of the Association. Such duties of the Secretary/Treasurer may be specified by the Board of Directors may be delegated to the Executive Director or a designated member of his/her staff. The Secretary/Treasurer shall succeed to the Senior Vice President position at the end of his/her term.

Section 4. VICE PRESIDENT: The Vice President shall be responsible for such duties as are individually assigned to them by the President with the approval of the Board of Directors. The Vice President shall succeed to the Secretary/Treasurer position at the end of his/her term.

Section 5. The immediate Past-President shall be responsible for such duties as are individually assigned to them by the President with the approval of the Board of Directors and will automatically become the Chairman of the Past Presidents Council.

ARTICLE VIII

EXECUTIVE COMMITTEE:

Section 1. AUTHORITY AND RESPONSIBILITY: The Executive Committee must meet at least once per year immediately following the Annual Business Meeting. The Executive Committee may act in place and stead of the Board of Directors between meetings on all matters, except those specifically reserved to the Board of Directors by these by-laws, pursuant to delegation of authority to such Committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board of Directors for ratification by email, regular mail or at the next regularly scheduled Board meeting.

Section 2. COMPOSITION AND ELECTION: The Executive Committee shall consist of five (5) members of the Board of Directors, including the President as Chairman, the Senior Vice President, the Vice President, the Secretary/Treasurer and the immediate Past-President.



Section 3. QUORUM/CALL OF MEETING: All five (5) active members of the Executive Committee are required to constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings of the Executive Committee as the business of the Association may require, or a meeting shall be called on request of three (3) members of the Executive Committee.

Section 4. VACANCIES: Any vacancy occurring on the Executive Committee shall be filled in the manner as provided in Article VI, Section 6.

ARTICLE IX

EXECUTIVE DIRECTOR AND STAFF:

Section 1. APPOINTMENT: The Board of Directors shall employ a salaried staff head who shall have the title of Executive Director and whose terms and conditions of employment shall be specified by the Executive Committee.

Section 2. AUTHORITY AND RESPONSIBILITY: The Executive Director is the chief employed officer of the Association with full authority for the management of its daily affairs, subject only to the duties specified by these by-laws, the current RCAT Operations, Policies & Procedures Manual and the direction of the Board of Directors. He/She shall manage and direct all activities of the Association as directed by the Board of Directors and shall report directly to the Executive Committee. He/She shall employ or contract and may terminate the employment or contract of any staff and/or subcontractors as necessary to carry on the work of the Association; and fix their compensation within the Board of Directors approved annual budget. The Executive Director shall define the duties and responsibilities of the staff and contractors, supervise their performance, establish their titles and delegate those responsibilities in the best interest of the Association and at the direction of the Executive Committee.

ARTICLE X

STANDING AND SPECIAL COMMITTEES:

Section 1. NOMINATING COMMITTEE: The President shall appoint a Nominating Committee that shall consist of the Senior Vice President, who will act as chairman, and at least two (2) other members of the Board of Directors, at least ninety (90) days prior to the Annual Business Meeting. The Nominating Committee shall invite nominations from the membership for the Officer and Board of Director positions which are vacant or about to expire, allowing at least thirty (30) days for response. The Nominating Committee shall then prepare a slate of candidates to be emailed or mailed to the Association members. Said Officer nominations shall be voted upon by electronic or mail ballot at least fifteen (15) days prior to the Annual Business Meeting, with results to be announced at the Annual Business Meeting. The Nominating Committee shall attempt to select the candidates from different geographical areas within the state of Texas.

Section 2. MEMBERSHIP COMMITTEE: A Membership Committee consisting of no less than five (5) members shall be appointed by the standing Board of Directors following the Annual Business Meeting and they will serve for a term of one (1) year. Each Chapter representatives with a current seat on the RCAT Board of Directors will automatically be a member of the Membership Committee. All Committee members must be a current RCAT member in good standing. At all times, at least one Committee member shall also be a member of the Executive Committee or a Past-President. Members shall serve until their successors have been appointed and assume office. Vacancies are to be filled immediately by the President if the committee member count is less than five (5). The Committee shall be governed by the Membership Guidelines, as approved by the Board of Directors. The Committee shall have full authority to make decisions regarding new applicants, renewals, disputes, and membership status at meetings of the committee where a quorum is established with five (5) members in attendance. This Committee shall exist as long as it is empowered by the Board of Directors. The current President and Executive Director shall be ex-officio members of the Membership Committee.

Section 3. LICENSING COMMITTEE: A Licensing Committee consisting of not less than five (5) nor more than seven (7) members shall be appointed by the standing Board of Directors following the Annual Business Meeting and will serve for a term of three (3) years. All Licensing Committee members must be a current RCAT Licensed Roofing Contractor program participant. At all times, at least one Committee member shall also be a member of the Executive Committee and one Committee member shall also be a Past-President. Members shall serve until their successors have been appointed and assume office. Vacancies are to be filled immediately by the Chairman if the committee member count is less than five (5). The Committee shall be governed by the Licensing Program Guidelines, as approved by the Board of Directors. The Committee shall have full authority for governing the program including all decisions regarding applicants, renewals, disputes, and licensing status. This Committee shall



exist as long as it is empowered by the Board of Directors. The current President and Executive Director shall be ex-officio members of the Licensing Committee.

Section 4. SPECIAL COMMITTEES: The President, with the approval of the Board of Directors, shall appoint such other committees, sub-committees, or task forces as are necessary and which are not in conflict with other provisions of these by-laws and the duties of any such committees shall be prescribed by the Board of Directors upon their appointment.

**ARTICLE XI
MEETINGS:**

Section 1. ANNUAL BUSINESS MEETING: The Annual Business Meeting of the Association is open to all members and shall be held at such place and on such dates as may be determined by the Board of Directors.

Section 2. REGULAR MEETINGS OF THE BOARD OF DIRECTORS: A regular meeting of the Board of Directors shall be held no less than two (2) times during each administrative year at such time and at such place as the Board of Directors may prescribe

Section 3. SPECIAL MEETINGS: Special meetings of the Association may be called by the Board of Directors at any time; or shall be called by the President upon receipt of a written request by twenty-five (25) regular members, within thirty (30) days after filing of such request with the Executive Director. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Section 4. NOTICE OF MEETING: Notice of the Annual Business Meeting or other special meeting of the Association shall be posted on the Association website then electronically mailed or mailed to the last known email address or physical address of each member no less than thirty (30) days before the date of the meeting. Any notice of the meeting posted on the Association website or electronically mailed shall be considered written for the above purpose.

Section 5. CANCELLATION OF MEETINGS: The Board of Directors may cancel any meeting for cause with written notification to the membership of not less than five (5) days.

Section 6. QUORUM: At any membership meeting of the Association, fifty percent (50%) of the regular members registered shall constitute a quorum.

Section 7. RULES OF ORDER: The meetings and proceedings of this Association shall be regulated and controlled by *ROBERTS RULES OF ORDER* (revised) for parliamentary procedure, except as may be otherwise provided by these by-laws.

**ARTICLE XII
VOTING:**

Section 1. VOTING: At all meetings of the Association, each regular member and Associate Board of Director member, shall have one (1) vote, and may take part and vote in person only, unless otherwise specified in these by-laws. A majority vote of those members present and voting shall govern.

Section 2. VOTING ELECTRONICALLY OR BY MAIL: Proposals to be offered to the membership for an electronic or mail vote, excepting officer election ballots, shall first be approved by the Board of Directors. On any electronic or mail vote, no less than twenty percent (20%) of all regular members shall cast a ballot to constitute a valid action and a majority of those voting shall determine the action.

**ARTICLE XIII
CHAPTERS:**

Section 1.

a) **CHARTERS:** The Association may grant terminable charters to various groups with jurisdiction as to specific territorial areas. A group so chartered shall be amenable to the Association, with regard to principles and objectives of the Association, but may be otherwise autonomous in the conduct of their local affairs.

b) **NEW GROUPS:** The Association should assist in the formation of new groups of members of contractors into territorial and local Chapters.

c) **EXISTING GROUPS:** Existing organizations or groups of members of the Association may be chartered as Chapters of the Association.

d) **LIMITED JURISDICTION:** Chapters shall be limited in jurisdiction in the grant of charters to specific boundaries.



Section 2.

- a) WHO MAY APPLY: Six or more contractors located in a territory outside the jurisdiction of an existing Chapter may petition the Association for a charter for a Chapter.
- b) DATA REQUIRED: Applications for Chapters shall be in writing. An application for a Chapter shall be signed by the chairman authorized by the group to act for it and shall contain such information and other documentary evidence as the Board of Directors may require. Any existing organization of non-members shall state its age and the number of its members and shall furnish a copy of its rules and regulations, and a copy of its member roster.

ARTICLE XIV

DISSOLUTION:

Section 1. The Association shall use its funds only to accomplish the objectives and purpose specified in these by-laws and no part of said funds shall inure 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.

ARTICLE XV

INDEMNIFICATION:

Section 1. The Association shall indemnify a Director, Officer, Committee Member, employee or agent of the Association who was, is, or may be named in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Association.

Section 2. The Board of Directors must approve and notify the membership of any action and funds used for indemnification. Notification will occur by post on the Association website and in the Roofing Contractors Association newsletter or at any regularly scheduled association meeting.

ARTICLE XVI

AMENDMENTS:

Section 1. These by-laws may be amended or repealed by a two-thirds (2/3) vote of the regular members present at any Annual Business Meeting of the Association duly called and regularly held or by a twenty percent (20%) vote of the regular members voting by an electronic or mail ballot, notice of such proposed changes having been sent in writing or by electronic mail to the members fifteen (15) days before such vote. Amendments may be proposed by the Board of Directors on its own initiative, or upon petition of any twenty-five (25) regular members addressed to the Board of Directors. All such proposed amendments shall be presented by the Board of Directors to the membership with or without recommendation.