

NRDCA

BY-LAWS
OF
NATIONAL ROOF DECK CONTRACTORS ASSOCIATION

ARTICLE I

Name and Offices

SECTION 1. NAME. The name of the association shall be National Roof Deck Contractors Association.

SECTION 2. OFFICES. The Association shall have and continuously maintain in this State a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE II

Purpose

The purpose of the Association is to perform such functions as shall promote and provide for the welfare of the structural roof deck systems industry, including but not limited to, analyzing and informing the membership of conditions affecting or which may affect the industry, informing the membership of improved operating methods and procedures, conducting education and research activities, formulating or assisting in the formulation of test and test methods for industry products, representing the industry in contacts and relations with other organizations, the government and the public, and, in general, engaging in all lawful activities which will enhance the technical and economic progress of the industry.

The Association also has such powers as are now or may hereafter be granted by the General NOT-FOR-PROFIT Corporation Act of the State of Illinois.

*As amended January 18, 1986, January 21, 1995, March 3, 2001, March 2, 2004

ARTICLE III

Membership

SECTION 1. CLASSES OF MEMBERS. The Association may have three classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows.

- (a) Regular Members – Any proprietorship, partnership or corporation engaged in the business of furnishing and installing poured gypsum, lightweight insulating concrete, gypsum or concrete precast plank, engineered mineral board-steel deck composite, or cementitious wood fiber structural roof deck systems shall be eligible for membership as a Regular Member of the Association; provided, however, that only one membership shall be granted to affiliated business entities as, for example, a parent corporation and its subsidiaries.
- (b) Supplier Members – Any proprietorship, partnership or corporation engaged in the business of supplying products, used by contractors in installing structural roof deck systems shall be eligible for membership as a Supplier Member of the Association.
- (c) Honorary Members – Any natural person who, in the opinion of the Board of Directors, has demonstrated sufficient interest in the structural roof deck systems industry shall be eligible for consideration as a Honorary Member of the Association.
- (d) Associate Members - Any proprietorship, partnership or corporation engaged in the business as a non-product supplier, consultant, testing company, or independent representative providing services to the contractor installing structural roof deck systems shall be eligible for membership as an Associate Member of the Association

Supplier Members shall have voting rights, their representative shall be entitled to attend membership meetings, shall be eligible for election as Secretary, Treasure or a Director, and as Secretary, Treasurer or a Director may vote at Board meetings, shall be eligible for appointment to committees, including the chairmanship thereof and as a committee member may vote at committee meetings, and shall have such other rights and privileges as may be designated by the Board of Directors.

Honorary Members shall have no voting rights, but their representatives shall be entitled to attend membership meetings, shall be eligible for appointment to committees, including the chairmanship thereof, and may vote at committee meetings, and shall have such other rights and privileges as may be designated by the Board of Directors, except the right to hold office or to serve as a Director.

Associate Members shall have no voting rights, but their representatives shall be entitled to attend membership meetings, shall be eligible for appointment to committees, may vote at committee meetings, and shall have such other rights and privileges as may be designated by the Board of Directors, except the right to hold office or to serve as a Director.

SECTION 2. APPLICATION FOR MEMBERSHIP. Any proprietorship, partnership or corporation eligible for membership in the Association may become a member upon approval by the Board of Directors after making application for membership and stating in writing its willingness to abide by these By-Laws. The Secretary shall refer each application to the Board of Directors and, when the Board finds the application in order and finds that the applicant meets the eligibility requirements for membership as herein set out, shall notify the applicant as to its admission to membership as a member of the appropriate class.

SECTION 3. RESIGNATION OR EXPULSION OF MEMBERS.

(a) Any member may resign at any time by giving written notice of resignation to the Secretary, such resignation to be effective on the date specified by the member provided that such member shall remain liable for its proportionate share of all obligation incurred by the Association during the full fiscal year in which the Secretary received the letter of resignation.

(b) Any member may be expelled upon the vote of two-thirds (2/3) of the Directors of the Association after a hearing and upon proof being submitted to the Directors that such member has failed to observe any provision of the By-Laws or has ceased to be eligible for membership. Expulsion of any member shall not in any way affect the member's indebtedness to the Association for assessment levied and for its pro rata share of obligations incurred by the Association during the full fiscal year during which his expulsion occurs.

ARTICLE IV

Management

SECTION 1. DIRECTION OF ASSOCIATION AFFAIRS. The Association shall be governed, managed and its affairs controlled by the Board of Directors. The Board shall consist of the immediate past President, the President, the Vice President, the Secretary and the Treasurer, plus not less than four (4) nor more than eight (8) other directors. The Supplier Members, as a group, and no Regular member shall be represented by more than two persons on the Board. Officers and Directors normally shall be elected at the annual meeting of the Association.

SECTION 2. ELIGIBILITY TO BE A DIRECTOR. No person shall be eligible to be a Director unless he or she is actively connected with the business of a Regular or Supplier Member of the Association. If during his term any Director shall cease to be actively connected with the business of a Regular or Supplier Member, he shall notify the Secretary accordingly and shall thereby automatically cease to be a Director of the Association.

SECTION 3. EXECUTIVE COMMITTEE. The board of Directors may elect annually from the board an Executive Committee of four members, one of which shall be the President, which committee, during the intervals between meetings of the Board of Directors, shall possess and exercise all powers of the Board of Directors, in the management and direction of the affairs of the Association, except as such powers may be restricted by resolution of the Board of Directors from time to time adopted. The President, by virtue of his office, shall be chairman of the Executive Committee. In his absence a temporary chairman may be elected for any meeting by the members of the Executive Committee present at the meeting.

SECTION 4. NOMINATING COMMITTEE. The President shall appoint a Nominating Committee which shall consist of not less than two (2), nor more than four (4), past presidents of the Association who are at the time actively connected with the business of a Regular Member. The nominating Committee shall invite suggestions from the Voting Members for those offices and directorships which are about to expire and shall then nominate candidates for the required offices and directorships and report such nominations to the Voting Members at least ten (10) days, but not more than forty (40) days, before the annual meeting of the Association.

SECTION 5. REGULAR MEETINGS. Regular meetings of the Board of Directors Shall be Held at such times and at such places as the Board may determine.

SECTION 6. SPECIAL MEETINGS. Special meetings of the board of Directors may be called by the President, or by any three (3) members of the Board.

SECTION 7. QUORUM. A majority of the members of the Board of Directors shall constitute a quorum, but any number less than a quorum may adjourn a meeting.

SECTION 8. COMMITTEES. The board of Directors may from time to time create or authorized the creation by the President of special committees from among the Directors or otherwise, and may define the powers and duties of such committees provided that the responsibilities of the board of Directors may not be delegated to any committee, except to the Executive Committee as herein above provided or as otherwise provided by law.

ARTICLE V

Voting

SECTION 1. VOTING AND QUORUM. Every Voting Member of the association shall be entitled to one vote. Twenty-five percent (25%) of the Voting Members of the Association shall constitute a quorum and any action may be taken by the Association at any meeting where a quorum is present upon a vote of a majority of the Voting members attending such meeting. Any meetings of the Association at which there may be present less than a quorum may be adjourned upon a majority vote of the Voting Members present.

SECTION 2. INFORMAL ACTION. Any action required by statute of these By-Laws to be taken at a meeting of members or of the Board of Directors of the Association, or any other

action which may be taken at a meeting of the members or of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members or all of the members of the Board, as the case may be, entitled to vote with respect to the subject matter thereof such consent shall have the same force and effect as an unanimous vote.

ARTICLE VI

Officers

SECTION 1. The officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer, who shall be elected annually by the Voting Members of the Association, and shall hold office until their successors shall have been elected. Except as otherwise hereinafter provided, no officer of the Association shall receive any compensation for his services and such, and to be eligible to hold the office of President or Vice-President, (a person must be actively connected with the business of a Regular Member, and to hold the office of Secretary or Treasurer, a person must be actively connected with the business of a Regular or Supplier Member.

SECTION 2. The President, or in his absence, the Vice-President, shall preside over all meetings of the Association. In their absence a temporary presiding officer shall be elected from among the Regular Members present.

SECTION 3. The President shall appoint the members of all regular committees of the Association. He shall exercise general supervision over all the affairs of the Association. He shall be a member *ex officio* of all committees.

SECTION 4. The Treasurer shall perform the duties usually assigned to this officer and shall give bond, if required by the Board of Directors, and shall perform all other duties normally performed by, or assigned by the Board of Directors, to the Treasurer.

SECTION 5. The Secretary shall keep a complete record of all proceedings and correspondence of the Association and the Board of Directors, and shall perform all other duties usually applicable to the office of Secretary

ARTICLE VII

Membership Dues

The amount of membership dues, initiation fees and assessments and provisions for payment thereof shall be fixed and determined by the Board of Directors.

ARTICLE VIII

Meetings

There shall be annual meeting of the Association to be held each year at such time and at such place as determined by the Board of Directors. Special meetings may be called by the President of the Association or by the board of Directors, the time and place thereof to be determined by the caller.

ARTICLE IX

Notice

SECTION 1. REQUIREMENT OF NOTICE AND TIME FOR SERVING. Notice of all regular meetings of the members and the Board of Directors shall be given by the Secretary at least ten (10) days, but not more than forty (40) days before the meeting. Notice of special meetings shall be given by the Secretary not more than forty (40) days and, if by mail, at least 10 (10) days before the meeting, and if by telegraph at least five (5) days before the meeting, which notice shall specify the purpose for which such meeting is called.

SECTION 2. WAIVER OF NOTICE. The requirement of notice shall be fully met by a waiver of notice signed by all entitled to receive notice, either before or after the meeting.

ARTICLE X

Executive Director

An Executive Director may be appointed by the Board of Directors to serve for such time and upon such terms and conditions as may be determined by the Board. He shall, subject to the general direction and supervision of the Board and the officers, direct and administer the affairs of the Association, and perform such duties as may be assigned to him from time to time by the Board.

ARTICLE XI

Legal Counsel

The Association may retain legal counsel who shall be kept fully advised of and consulted with respect to all Association and committee activities and who may be in attendance at the meeting of the Association, its Board of Directors and its Executive Committee.

ARTICLE XII

Amendments

The Articles of Incorporation and the By-Laws may be amended at any regular or special meeting of the Voting Members of the Association at which a quorum is present, upon the affirmative vote in favor of any proposed amendment of at least two-thirds (2/3) of the Voting Members present at such meeting, provided that written notice of at least the substance of the proposed change is given to the Voting Members at least ten (10) days prior to the meeting. A duly noticed proposed change need not be accepted or rejected in its entirety but may be modified and adopted by the Voting Members at such meeting by a vote of two-thirds (2/3) of the Voting Members present.

ARTICLE XIII

Disbanding

The Association may be disbanded by the vote of a majority of the Voting Members at any regular or special meeting provided, however, that notice of the meeting at which the Association is disbanded shall contain notice of the proposal to disband the Association and provided further that before being disbanded the members shall see that all bills and obligations, current or future, are paid or that there is an agreement entered into which provides for the payment of all such bills and obligations, and that any excess funds be refunded to the members pro rata on the basis of their total dues and assessments during the preceding five (5) years or transferred to another organization established for similar purposes and objectives as the Association. In any event all of the aforementioned has to be in compliance with all current State, Federal and Local laws governing the disbanding of the Association.