

# BYLAWS

## Oklahoma Roofing Contractors Association, Inc.

Amended January 15, 2016

### ARTICLE I - OFFICE

**SECTION 1 - LOCATION** - The principal office of the corporation for the transaction of business shall be in Oklahoma City, Oklahoma. Business offices may be established at such other places as may be determined by the Board of Directors.

### ARTICLE II – SEAL AND NAME

**SECTION 1 - INSCRIPTION** - The seal of the corporation shall have inscribed in the center and on the margin thereof: "OKLAHOMA ROOFING CONTRACTORS ASSOCIATION, INC.

**SECTION 2 – CORPORATE NAME** - The Corporation shall be known as: "OKLAHOMA ROOFING CONTRACTORS ASSOCIATION, INC." The corporation may also adopt from time to time one or more trade names as it deems appropriate. For purposes of these Bylaws, OKLAHOMA ROOFING CONTRACTORS ASSOCIATION, INC. may be referred to herein as the "corporation," the "Association," or "ORCA."

### ARTICLE III - PURPOSE

**SECTION 1 – PURPOSE/MISSION STATEMENT** - The purpose of this organization shall be to support a membership-based educational and trade association as follows:

1. to organize roofing contractors within the State of Oklahoma;
2. to promote better relations between roofing contractors, general contractors, private owners, public bodies, architects, and engineers;
3. to maintain high professional standards in the conduct of work;
4. to combat unfair trade and business practices;
5. to encourage efficiency and cooperation among roofing contractors;
6. to rectify conditions in the roofing contractor industry of an unsatisfactory character;
7. to encourage those methods of contracting work that relieve the roofing contractors of improper risks or unfair competition;
8. to encourage and foster sound business methods tending to raise the standards of roofing contractors within the roofing contractor industry, in related fields or industries, and in the business community generally;
9. to maintain as an Association a general affiliation with the National Roofing Contractors Association (NRCA), in an effort to support the NRCA's related purposes, as the directors deem appropriate, but without imposing NCRA membership requirements upon Association Members;
10. to provide and maintain sound, prudent business affairs of the organization;
11. to acquire and disseminate information supporting these purposes; and
12. to promote the general interests of the membership.

Provided, however, the purposes are expressly to exclude any right of infringements of the anti-trust laws with reference to establishment of prices or disposing of products.

It shall likewise be the purpose of this organization to organize subcontractors and others who can qualify as Associate Members for purposes similar to those set forth above.

#### **ARTICLE IV - MEMBERSHIP**

**SECTION 1 - ACTIVE MEMBERSHIP** - Active Membership shall be limited to roofing contractors whose principal line of work is roofing application and construction ("Roofing Contracting"), and who have been actively engaged in the business of Roofing Contracting in the State of Oklahoma for two (2) or more years, continuously and consecutively, prior to application for membership, and who have established a reputation for skill, integrity, and responsibility within the community.

Applicants for Active Membership shall be in, and shall maintain, good standing status with the CIB Roofer Registration. If an Active Member's CIB Roofer Registration good standing status lapses for any reason, the Active Member's membership status with the Association may be suspended. If an Active Member fails to remedy the suspension by obtaining and maintaining good standing status with the CIB Roofer Registration within ninety (90) days, the Active Member's membership with the Association may be terminated.

**SECTION 1A - PROVISIONAL MEMBERSHIP** - Provisional Membership shall be limited to roofing contractors as defined in Article IV, Section 1, but who lack the experience requirement necessary for Active Membership. Provisional Membership may also be extended to roofing contractors meeting the experience requirement, but, in the opinion of the Active Members, would benefit from a period of transition to acquire a better understanding of the aims and objectives of the ORCA.

Provisional Members may request membership transfer to Active Membership after the member has been in business for a period of two (2) years, as set forth in Article IV, Section 1, and must request Active Membership before the expiration of a period of three (3) years following the date of their election as Provisional Members.

Provisional Members shall carry all the privileges of an Active Member of ORCA, except that Provisional Members shall not have the right to vote, hold any office, or use the ORCA logo or name in their respective roofing contractor business.

**SECTION 1B - EMERITUS ACTIVE MEMBERSHIP** - Emeritus Active Membership (an individual membership) shall be limited to roofing contractors, as defined in Section 1 of this article, who have been Active Members of ORCA for a period of at least ten (10) consecutive years prior to application for Emeritus Membership. An inactive Member may apply for, or may be nominated by an Active Member for, status as an Emeritus Active Member. The Board of Directors, upon determining that such applicant meets the requirements for Emeritus Active Membership, shall, at a regular meeting of the Board of Directors, submit such application for a vote by the Directors. A majority vote of all Directors present and voting at such meeting shall be required to approve Emeritus Active Membership. Emeritus Active Membership

shall carry all the privileges of an Active Member of ORCA, except Emeritus Active Members shall not have the right to vote at meetings of Active Members.

**SECTION 2 - ASSOCIATE MEMBERSHIP** - Associate Membership shall be limited to persons, firms, or corporations engaged in the capacity of general contractor, subcontractor, or manufacturer, or in the furnishing of roofing industry-related materials, supplies, insurance, bonds, services, or equipment to roofing contractors.

**SECTION 3 - ELECTION TO MEMBERSHIP** - Eligible Applicants for Associate Membership shall be elected to membership by majority vote of all directors present and voting at a regular meeting of the Board of Directors. The Board of Directors may vote to defer acceptance of an application until such time as a favorable investigative report is received by the Board of Directors.

**SECTION 4 - RESIGNATION** - Resignation of any member, regardless of the type of membership, shall not be accepted until such member has: (1) submitted the request for resignation in writing to the Board of Directors, (2) fully discharged all financial obligations to ORCA, and (3) has returned all files, papers, equipment, work product, or similar property of ORCA, to the Executive Director. No member who resigns may be reinstated except upon majority vote of the Board of Directors. The Board of Directors reserves the right to reinstate such member to a membership status other than the status held by the member at the time of resignation.

**SECTION 5 - DESIGNATED REPRESENTATIVE** - In the case of a firm or corporation membership, one individual shall be designated to represent each firm or corporation. The designated representative may be changed at any time by the firm or the corporation member, without additional charge, by notifying the Executive Director in writing of such change in designation. Only the designated individual representative of a firm or corporation shall be eligible to cast a vote of such member firm or corporation.

The corporation or firm member may designate one or more alternates or proxy representatives in addition to the designated representative by filing with the Executive Director the names of such alternates. Such designated alternates may serve at any meeting in lieu of the regularly designated representative, in the absence of the latter.

The foregoing applies to Associate Members as well as Active Members; it being understood, however, that Associate Members or their duly appointed representatives, shall have the right to vote on matters affecting the Associate Membership only. The foregoing shall not apply to Emeritus Active Members, because Emeritus Active Members hold an individual membership only.

## **ARTICLE V- MEETINGS OF MEMBERS**

**SECTION 1 - LOCATION** - All Annual Meetings of the members shall be held at such place as shall be fixed by the Board of Directors. Meetings other than Annual Meetings of the members may be held at such places as the Board of Directors may determine.

**SECTION 2 - ANNUAL MEETING** - An Annual Meeting of members shall be held on such date and at such time each year as the Board of Directors may fix, which shall be a date not less than one hundred twenty (120) days in advance of such Annual Meeting date.

**SECTION 3 - SPECIAL MEETINGS** - Special Meetings of the members for any purpose may be called by the President or Secretary at the written request of a majority of the Board of Directors, or at the written request of at least twenty percent (20%) of the Active members. A written request for a Special Meeting shall be submitted to the Board of Directors at least thirty (30) days in advance of the proposed meeting to allow for compliance with Article V, Section 4 below. Such written request shall state the purpose or purposes of the proposed Special Meeting. The business transacted at any such Special Meeting shall be confined to the object or purposes stated in the request for Special Meeting.

**SECTION 4 - NOTICE** - Written notice stating the time and place of all Annual and Special Meetings of the members and the general nature of the business to be considered at any Special Meeting shall be given by the Secretary or other person designated by the Board of Directors, to each member, at their last known preferred contact address as shown by the corporate records at least ten (10) days before the meeting.

**SECTION 5 - PRESIDING OFFICER** - The President shall call the meetings of the members to order, and shall act as Chairman of such meetings unless the members present shall designate another person as Chairman. The Secretary of ORCA shall act as Secretary of all meetings of members, but in the event of his or her absence or failure to act, the Chairman shall appoint another person to act as Secretary Pro Tempore.

**SECTION 6 - QUORUM** - A quorum for all meetings of the members for the transaction of business shall be present if the members present in person or represented by proxy shall equal thirty percent (30%) of the entire members entitled to be present in person or by proxy.

**SECTION 7 - VOTING** - At each meeting of the members, each member having the right to vote shall be entitled to vote in person or by proxy appointed by an instrument in writing subscribed by such member and bearing a date not more than one (1) year prior to said meeting. Each member shall have one (1) vote.

A firm or corporation shall be treated as a single member and shall appoint a representative to cast its vote at all meetings of the members of the corporation. Upon the demand of any member, the vote upon any question before the meeting shall be by written ballot. Unless otherwise provided, all questions shall be decided by a simple majority vote.

**SECTION 8 - ADJOURNMENT** - If there shall not be a quorum as herein determined in attendance or represented at any meeting of the members, the meeting may be adjourned from time-to-time after the elapse of at least one (1) hour without notice other than announcement at the meeting, by a majority vote of the members present at said meeting, and said adjournment shall not be for a period longer than one (1) month at any time. At such adjourned meeting at which a

quorum shall be present, any business may be transacted which might have been transacted if the meeting had been held as originally called.

## **ARTICLE VI - POWER OF MEMBERS**

**SECTION 1 - SUSPENSION** - The members at the Annual Meeting or at a Special Meeting called for such purpose shall have the power to suspend and expel members of the Board of Directors or officers for cause, by vote of two-thirds (2/3) of the members of the said corporation present and voting in favor of suspending or expelling such member or removing such director or officer.

## **ARTICLE VII - DIRECTORS**

**SECTION 1 - BOARD** - There shall be a Board of Directors consisting of fifteen (15) individual members, or a corporate member designee. The Board shall be composed of the President, the Vice President, the Secretary/Treasurer, the Past President, each Committee Chairman of all standing committees of the Board, and the remainder being At Large members. This Board shall have the general control and management of the business of the corporation.

**SECTION 2 - TERM** - The Eleven (11) Director positions shall serve for a minimum of one (1) year. When a Director is elected to an officer position, his or her term as Director shall end and another member shall be elected to fill the open position. It is the desire of ORCA that all Directors serving in the At-Large positions avail themselves to the best of their ability to serve as an officer, if so requested. Except as to the Finance Committee, in the event a Director then serving in a Committee Chairman position is elected to serve as President, Vice President, or Secretary/Treasurer, the Director shall resign such Committee chairmanship, and a new Committee Chairman shall be nominated and appointed.

**SECTION 3 - STANDING** - Each Director shall be a member in good standing or be the representative of such member with no restriction on term.

**SECTION 4 - VACANCY** - In the event of a vacancy on the Board for Directors because of death, resignation, disqualification, or for any other cause, the remaining Directors by unanimous vote shall elect a successor to hold office until the next annual election of directors and until the election and qualification of his successor.

**SECTION 5 - REGULAR MEETINGS** - Regular Meetings of the Board of Directors may be held without notice at such time and place as the Board shall determine, provided that at least four (4) Regular Meetings and the Annual Meeting shall be held each year, which number or frequency of Regular Meetings may be increased by action of the Board of Directors.

**SECTION 6 - SPECIAL MEETINGS** - Special Meetings of the Board of Directors may be called by the President, upon notice to the other members of the Board as provided for in Article VII, Section 9 below, and shall be called by the President or Secretary upon written request or demand of three (3) Directors.

**SECTION 7 - QUORUM** - A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting, but less than a quorum may adjourn any meeting from time to time until a quorum is present, and the business transacted at any adjourned meeting shall have the same legal force and effect as if transacted on the date the meeting was originally called.

**SECTION 8 - MEETING LOCATION and TIME** - Meetings of the Board of Directors shall be held at such place(s) and time(s) as shall be determined by the Board of Directors.

**SECTION 9 - NOTICE** - Notice shall not be required for any Regular Monthly Meeting of the Board of Directors unless the Board shall direct the Secretary or Executive Director to the contrary. The Secretary shall give notice of every Special Meeting of the Board by sending a written instrument to each director, at his last known preferred contact address, a copy of such notice at least five (5) days before the meeting, and said notice shall set forth briefly the purposes of the meeting.

**SECTION 10 - DUTIES** - The Board of Directors shall exercise full and complete authority and control over the business and affairs of the corporation, subject only to restrictions imposed by law, by the Certificate of Incorporation, and these Bylaws.

**SECTION 11 - COMPENSATION** - Directors, as such, shall receive no compensation for their services, but by resolution of the Board, a fixed sum and expenses for attendance, if any, may be allowed for attending any meeting of the Board.

## **ARTICLE VIII - OFFICERS**

**SECTION 1 - OFFICERS** - The Officers of the Corporation, known as the Executive Board, shall be a President, Vice President, Secretary/Treasurer, and Past President. Officers shall be persons nominated from the currently seated At Large Directors. All officers shall be persons who are Active Roofing Contractor Members. One person may not hold more than one office (Secretary/Treasurer being treated as one office).

**SECTION 2 - PRESIDENT** - The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the members and of the Directors. He shall see that all orders and resolutions of the members assembled in Annual Meetings and of the Board of Directors are carried into effect. The President shall be an ex-officio member of all committees except the Nominating Committee.

**SECTION 3 - VICE PRESIDENT** - The Vice President shall perform such duties as the Board of Directors may prescribe, and in the absence of the President shall perform the duties of the President. The Vice President shall be an ex-officio member of all committees except the Nominating Committee.

**SECTION 4 - SECRETARY/TREASURER** - It shall be the duty of the Secretary/Treasurer to ensure that all records of the meetings of the Board of Directors and of the meetings of the members (both Annual and Special) are maintained and to act as custodian of the corporation's funds. He shall ensure that an audit of the association's accounts shall be made annually and presented to the Board of Directors. He shall give, or cause to be given, notice of all meetings of the

members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors.

**SECTION 5 - EXECUTIVE DIRECTOR** - The Executive Director, who serves at the discretion and appointment of the Executive Board with the advice and consent of the Board of Directors, shall serve as manager of the ORCA's office or offices; he shall, under the direction of the Board of Directors, formulate and execute the ORCA's programs and other activities. He shall maintain a roster of members, with their appropriate contact information, collect all dues, initiation fees, service fees, and other monies due ORCA, and shall, after recording the same in a record kept for the purpose, transfer said receipts to the Secretary/Treasurer. His books shall be open to inspection by the Finance Committee, Executive Board, or the Board of Directors at all times. The Executive Director shall attend all meetings of the members, and all meetings of the Executive Board and Board of Directors, other than while in executive session, or unless otherwise proscribed by the Board of Directors.

**SECTION 6 - TERM** - The Officers of the Corporation shall be elected to serve for a term of one (1) year. The term of the officers shall begin at the close of the Annual Meeting, and they shall hold office until the election, qualification, and installation of their successors.

**SECTION 7 - VACANCY** - In the event of death, resignation, or removal of any officer, his successor shall be elected by the affirmative vote of a majority of the whole Board, and the successor elected shall hold office for the remainder of the term or until the election, qualification, and installation of his successor.

**SECTION 8 - ADDITIONAL OFFICERS** - The Board of Directors may appoint such other and additional officers and agents as it shall deem necessary, who shall hold their respective offices for such terms and shall exercise such powers and perform such duties as shall be determined from time- to-time by the Board. Such additional officers shall not be members of the Board of Directors.

## **ARTICLE IX - NOMINATING COMMITTEE**

**SECTION 1 - NOMINATING COMMITTEE** - The President shall appoint, with the advice and consent of the Board of Directors, a Nominating Committee consisting of three (3) Active Officers (being the President, Vice President, and Secretary / Treasurer) and one (1) Director who is an At Large member.

**SECTION 2 - APPOINTMENT** - The Nominating Committee shall be appointed not later than September 30th.

**SECTION 3 - DUTIES** - The Nominating Committee shall solicit nominations from the membership for the At Large positions. The Nominating Committee shall nominate as many Members as necessary to fill the expiring terms of the Members serving in the At Large positions. The Nominating Committee shall be aware that at least three (3) of the At Large Directors shall be Roofing contractor members and shall provide nominations accordingly. The most recently appointed Nominating Committee shall nominate Directors to fill the terms of any vacancies occurring due to directors being nominated as officers.

Nominees for officers shall have served on the Board of Directors for a period of at least one (1) year. The nominee for President shall be the past Vice President unless a majority of the Nominating Committee has valid reasons to nominate another director for President. The nominee for Vice President shall be the past Secretary/Treasurer unless a majority of the Nominating Committee has valid reasons to nominate another director for Vice President. The Nominee for Secretary/Treasurer shall be selected by the Executive Board from the At-Large Director positions, or another member who has previously served a minimum of at least one (1) year on the Board of Directors.

The Nominating Committee shall issue its report to the Board of Directors at their next regular Board Meeting. The Board of Directors shall have at least one month to consider nominations and shall vote on the nominees at the next regularly scheduled Board Meeting. The results shall be presented to the membership promptly thereafter.

## **ARTICLE X – STANDING COMMITTEES**

The Standing Committees shall each elect from their own number a Chairman and a Vice Chairman who shall serve for a term of one (1) year. The Chairman of each of the Standing Committees shall serve for a term of one (1) year on the Board of Directors. A member may not serve as Chairman or Vice Chairman on more than one Standing Committee at any given time. Committee membership shall be open to all members of the association. Provisional Members may not serve as Chairmen or Vice Chairmen of committees.

Standing Committees shall maintain such books and records as are required to carry out the duties of their respective committee. The Committee shall prepare and submit reports and other information to the Board of Directors, the Executive Board, the Executive Director, and/or the general membership from time to time as appropriate or requested.

**SECTION 1 – FINANCE COMMITTEE** - The Finance Committee shall consist of the Executive Board, unless otherwise determined by the Board of Directors. They shall be responsible for determining the ways and means for obtaining funds to defray the expense of ORCA. It shall make an annual report to ORCA. The committee shall review and recommend to the Board on the annual budget and on all other matters pertaining to finance.

**SECTION 2 – MARKETING COMMITTEE** – The Marketing Committee shall be responsible for monitoring and addressing Marketing Opportunities. They shall develop marketing options and research best options for the association.

**SECTION 3 – LEGISLATIVE COMMITTEE** – The Legislative Committee shall be responsible for monitoring and addressing all Legislative issues that may have an impact on ORCA member organizations as well as the construction profession.

**SECTION 4 – EDUCATION COMMITTEE** – The Education Committee shall be responsible for monitoring and addressing the Education and Workforce needs of ORCA Member Firms and the construction profession.



**SECTION 5 - ORCA ACTIVITIES** - ORCA Activities Committee shall be responsible for planning and overall supervision of the program of service to the membership carried out by the Executive Director, and for the arrangements of programs, fundraisers and for the Membership Meetings and similar activities of ORCA. The committee will also work to grow and maintain membership.

**SECTION 6 - ADDITIONAL COMMITTEES** - The President shall be empowered, with advice and consent of the Board, to create such additional standing or temporary committees as may be required to carry on the work of ORCA, and he shall appoint the membership to such committees.

## **ARTICLE XI - DUES**

**SECTION 1 - DUES** - Every Member of the Corporation shall pay annually to the association, prior to the 10th day of January of each year, the sum of their established dues.

Each member shall pay Annual Dues in the amount prescribed by the Board of Directors. The dues structure shall be published and shall be circulated among the members after each modification thereof. Dues for all classes of membership shall be determined by the Board of Directors.

**SECTION 2 - PAYMENT** – On or about two (2) months prior to each Member’s anniversary date of membership (which shall be the renewal due date), such Member shall be sent notice of monies due for the succeeding year. An additional invoice for the renewal of membership shall be mailed to the Member not less than 20 days prior to renewal due date. If dues are not received within 90 days following the renewal due date, the membership will be deemed to have lapsed and cancelled, and shall be indicated as lapsed on web site, unless otherwise decided by the Executive Officers.

Repeated delinquency of a member’s financial obligations to the Association may subject the member to disciplinary measures in the sole discretion of the Board of Directors. Such disciplinary measures may include, but not be limited to: fines, removal from office, suspension of membership, and other measures up to and including permanent expulsion from membership.

## **ARTICLE XII - NOTICES AND WAIVERS OF NOTICE**

**SECTION 1 - NOTICE** - Whenever, under the provisions of these Bylaws, notice is required to be given to any member, director, or officer, it shall not be construed to mean personal notice, but such notice may be given by written instrument, addressed to such member, director or officer, at his last known preferred contact address, and such notice shall be deemed to be given at the time. Any member, director, or officer may waive any notice required to be given under these Bylaws, and may do so by written instrument at that member’s preferred contact address. The attendance of any member, director, or officer at any annual, regular, or special meeting shall be deemed a waiver of all notices required to be given under these Bylaws.

## **ARTICLE XIII - AMENDMENTS**

**SECTION 1 - AMENDMENTS** - These Bylaws may be altered or amended or repealed by two-thirds (2/3) vote of all Active Roofing contractor Members present and voting at any Regular or Special Meeting of the members, if notice of the proposed alteration, amendment, or repeal be contained in the notice of the meeting.

## **ARTICLE XII - MISCELLANEOUS PROVISIONS**

**SECTION 1 - AGREEMENTS WITH OTHER ORGANIZED GROUPS** - The Board of Directors shall be empowered to consummate agreements with any organized groups of contractors within the State of Oklahoma for membership in the corporation, for the rendering of special services for such organization or organizations on the basis of dues other than designated above, provided such agreement is approved by a two-thirds (2/3) vote of the members of the Board of Directors at a regular or Special Meeting.

**SECTION 2 - RESOLUTIONS** - Any resolutions regarding ORCA policy or procedure passed by the Board of Directors shall be binding upon all members. Members agree that, as a condition of their acceptance into membership and continuation of membership, they will abide by the provisions of these Bylaws, and other such rules, regulations, or resolutions as the Association may adopt.

**SECTION 3 - ANTI-TRUST** - It is the intention of this Association, its officers, directors, and members to comply fully with State and Federal anti-trust laws. Any member who willfully disregards this policy may be subject to disciplinary action, including, but not limited to, suspension or permanent expulsion from membership.

**SECTION 4 - INDEMNIFICATION** - The Association may, by resolution of the Board of Directors, provide for indemnification by the Association of any and all of its Officers, Directors, former Officers, and/or former Directors against any expenses actually and necessarily incurred by them in connection with the reference of any action, suit or proceeding in which they or any of them are made parties or a party by reason of having been Officers or Directors of the Association except in relation to matters as to which such Officer, Director, former Officer, or former Director shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

**SECTION 4 - PARLIAMENTARY AUTHORITY** - In all instances not covered by these bylaws, *Robert's Rules of Order - Newly Revised, 11<sup>th</sup> Ed.* shall apply in all questions of procedure and parliamentary governance.

**SECTION 5 - INSIGNIA AND TRADENAME** - The Association shall have the power and authority to adopt official insignia, colors, logos, designs, emblems, trade names, and other similar property of the Association. The Association, by and through the Board of Directors, shall have the power and authority to take such measures as are necessary and appropriate to implement such adoption, including measures to secure and protect the exclusivity and integrity of such property as provided by law.

**SECTION 6 – PUBLICATIONS** – The Association shall have the power and authority to establish, publish, and/or distribute, on behalf of and in the name of the Association, any newsletters, magazines, membership directories, websites, interactive forums, or similar items, regardless of form or manner of publication. The Association may delegate the authority for developing and publishing to the Board or a Committee for such purposes as appropriate. Any publications or distributions on behalf of, or using the name of, the Association, not specifically authorized by the Association, are prohibited.

The preceding Bylaws were approved as amended herein at a regularly called meeting of the Oklahoma Roofing Contractors Association, on the 15th day of January, 2016.

Signed,

---

President

---

Secretary/Treasurer