



Amended Bylaws of New Mexico Roofing Contractors' Association

Article I

Name / Location

Section 1. Name: The name of the Association shall be the New Mexico Roofing Contractors' Association.

Section 2. Location: The principle office of the Association shall be located in Albuquerque, New Mexico. The Association may have such other offices, as the Board of Directors shall determine from time to time.

Article II

Objectives

Section 1. Mission: To promote the New Mexico Roofing Industry by providing information, communication and education to assist its members in running successful businesses.

Section 2. Objectives: The Objectives of the Association shall be as follows:

- A. To develop the roofing, waterproofing and insulation contracting business; and to improve the interests 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 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. Eligibility: Any person, partnership, firm or corporation engaged in or supporting the roofing contracting industry through the various services, application, manufacturing, or sales of materials directly related to the industry and doing business in the State of New Mexico may be eligible for membership in the Association.

Section 2. Classes of Membership: All members and prospective members shall be identified and placed into the appropriate class as defined herein. Dues, benefits,

privileges and obligations may differ between the classes as determined by the Board of Directors. Classes of membership are as follows:

- A. **Regular Members:** Active members shall constitute the voting body of the Association. Each regular member firm shall be entitled to one vote and will designate a voting individual.
 - 1. Roofing contractors who are engaged in the application of roofing, waterproofing, and insulation and who are currently licensed by the State of New Mexico Construction Industries Division are eligible for this classification.
 - 2. Active Member classification shall be granted to an approved company / corporation upon the filing with the Executive Director the proper application form and payment of dues as prescribed herein. All members of an approved company / corporation may join the Association however; only one vote is allowed from each company / corporation. Each company / corporation shall file with the Executive Director the name of the voting member. Proxy voting is not allowed.
- B. **Associate Members:** Any firm or individual engaged in the manufacturing and / or supplying of materials, services, or equipment used by the Active Members in the pursuit of their business, including those engaged in the design, specification, consultation, and inspection shall be eligible for this classification.
 - 1. Associate members shall have one vote per company and will designate a voting individual.
- C. **Auxiliary Member:** classification shall be granted to an approved company / corporation or recognized trade association upon the filing with the Executive Director the proper application form and payment of dues as prescribed herein. All members of an approved company / corporation may join the Association. Residence in New Mexico is not a requirement as long as the company / corporation are authorized to do business in the State of New Mexico.
- D. **Honorary Members:** Honorary membership may be bestowed by a majority vote of the Board of Directors for such time, conditions and privileges, as they may be determined. Dues for this class of membership will be complimentary.
- E. **Retired Members:** Retirement membership status may be bestowed by a majority vote of the Board of Directors for such conditions and privileges as they may direct. Dues for this class of membership will be complimentary.

Section 3. Membership Termination: Membership may be terminated at any time for the non-payment of dues, withdrawal of the member from active participation in the industry or other valid reasons as determined by a majority vote of the Board of Directors. All benefits and privileges of the Association will cease with the termination of membership.

Article IV

Dues and Assessments

Section 1. Dues and Assessments: The revenue of the Association shall be derived from member dues and such other sources as the Board of Directors may determine.

- A. The dues year will be on an anniversary basis beginning the 1st day of the month following the member's initial application and dues payment.
- B. Dues Amounts shall be determined by the Board of Directors and may be amended from time to time, as they may be determined.

- C. The Executive Director shall notify members failing to pay the prescribed dues in writing when such dues are one month in default. If such default continues for a period of three months the Executive Director will report the case to the Board of Directors for their appropriate action.

Article V Finances

Section 1. Fiscal Year: The fiscal year of the organization shall be the calendar year.

Section 2. Budget Process: The Treasurer and Executive Director shall compile a budget of revenues and expenses for the coming year and submit it to the Board of Directors for Approval by the end of the preceding fiscal year.

Section 3. General Operating Funds: All money paid to the organization shall be placed in a general operating fund; or such other special operating funds as shall be designated by a majority vote of the Board of Directors.

Section 4. Disbursement and Expense Policy: Upon approval of the budget by a majority of the Board of directors, the Treasurer or designated Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board. Disbursement shall be made by checks signed by the Treasurer or President.

Section 5. Dues: Membership dues shall be reviewed annually as deemed necessary by the Board of directors and adjusted as deemed necessary by majority vote of the Board of Directors.

Section 6. Contracts: The President or Executive Director shall sign contracts or commitments for purchases on behalf of the organization. Other designated individuals may hold this authority if approved by a majority vote of the Board of Directors.

Section 7. Allocation of Charitable Funds: The allocation of charitable funds will be decided by a two-thirds vote of eligible members of the Board of Directors.

Article VI Officers

Section 1. Officers: The Regular members shall elect the officers of the Association when electing board members in November. The elected officers consist of the President, Vice-President, and Treasurer. The elected officers shall take office on January 1st. They shall serve for a term of one year or until a successor is chosen. In the event that a vacancy occurs between normal elections, the Board of Directors shall appoint a successor to complete the balance of the term. The Officers shall receive no compensation for their services. Any Officer elected or appointed by the Board of Directors may be removed with cause by a majority vote of the Board of Directors.

- A. The President shall preside at all meetings and shall perform such other duties and exercise such other powers as may be delegated to or directed by the Board of Directors. The President shall appoint all committees not otherwise provided for. In case of the absence or incapacity of the President, the Vice-President will assume the duties of the President.

- B. The Vice-President shall, in the absence or incapacity of the President, perform the duties of the President. In the event of the absence or incapacity of the Vice-President, the Treasurer will assume the duties of the Vice-President. The Vice-President shall also perform other such duties as may be directed by the President or Board of Directors.
- C. The Executive Director, acting as Secretary, shall prepare and be the custodian of all records, proceedings, and meetings and give such notice of meetings as may be required. This person shall oversee the opening of the records for inspection by members, committees, officers and other authorized persons. The records of any individual member will not be available for inspection by any other member except on the authorization of the Board of Directors.
- D. The Treasurer shall review and conduct all financial transactions of the Association and shall prepare and make financial reports to the Board of Directors. Assist in an annual overview of the accounts by a "Budget and Overview" committee or a Certified Public Accountant as appointed or selected by the Board of Directors. In the event that the President and Vice-President are absent or incapacitated this officer will assume the duties of the President or the Vice-President depending upon the particular situation.

Article VII Board of Directors

Section 1. Directors: The Board of Directors may consist of up to nine members including the President, Vice-President, and Treasurer. The President shall chair Board meetings. The Executive Committee shall consist of the President, Vice-President, Treasurer and Past President. The Executive Committee shall have and exercise, when the Board is not in session, all of the powers vested in the Board except as follows: elections, the filling of vacancies in the Board or the Executive Committee, the annual budget and other powers reserved to the entire Board of Directors.

The remaining five members shall consist of volunteers to be elected from the membership. The Board of Directors shall consist of volunteers from any city or region of the state and may be made up of active members, associate members, and honorary or retired members. At no time will there be more than three (3) Associate members serving on the Board of Directors. The members of the Board shall, upon election, enter upon the performance of their duties as directed by the by-laws and shall continue in office until their successors are duly elected and qualified. The Directors shall receive no compensation for their services. The terms of office for the Board of Directors are three (3) years or until their successor assumes the duties of office and they shall be voting members of the Board of Directors. These terms will be staggered with up to three (3) positions to be elected each year.

- A. Election of the Directors and Officers shall be by ballot delivered by fax, e-mail, mail or in person, during the month of November for the following January, from the membership. Any Director may run for re-election provided they have not served more than two consecutive terms of 3 years each (total of 6 years). The President shall appoint a Nominating Committee consisting of not less than three (3) members of the Board of Directors as follows: one officer of the corporation, two other directors and the Executive Director. The nominating committee shall develop a slate of candidates for election by the general membership. The slate of

candidates shall be presented to the full Board of Directors prior to election by the regular members in November.

- B. If a vacancy occurs on the Board prior to the election, it shall be filled without undue delay by a majority vote, of the remaining members of the Board at a regularly scheduled Board meeting. The chosen replacement shall hold the office of Director until the next election in November.
- C. The duties of the Board of Director include: holding meetings at such times and places it deems proper, election of officers, admitting members into the Association, appoint Board members to committees on particular subjects; appoint members of the general membership to various committees as deemed necessary, audit bills and disburse funds of the Association, print and circulate documents and publish articles, carry on correspondence and communication with other associations interested in the Roofing Industry, employ agents, devise and carry into execution such other measures as it deems proper and expedient to promote the purposes of the Association and to best protect the interests and welfare of the members.
- D. Any action required by law to be taken at the meeting of the Directors, or any action which may be taken at a meeting of the Directors, or necessary for the continuity of the organization may be taken by electronic vote of the Board of Directors so long as all Directors are notified electronically of the matter and a majority of the Directors vote on the issue.
- E. The presence in person of five members of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the President, the quorum present may choose a chairman for the meeting. If a quorum is not present, the meeting must be rescheduled.
- F. Regular meetings of the Board of Director shall be held quarterly or at regular intervals as deemed necessary by the Board of Directors. Notice of the meetings shall be sent to each Board member at least seven days prior to the appointed time of the meeting. The President may, when he deems necessary, at the request in writing of three members of the Board, issue a call for a special meeting of the Board. Five days notice shall be required for such special meetings.
- G. Any Director may be removed from office, with or without cause, by a two-thirds vote of the Board members present at any special meeting called for that purpose.

Article VIII Meetings

Section 1. Annual Meetings: The annual meeting of the membership of the Association shall be held in the month of January of each year. This meeting may include the announcement of Officers, Board of Directors, receiving the annual reports of the various committees and the transaction of other business as required. Notice of the meeting shall be given to each member at least fourteen days prior to the appointed time of the meeting. All notices of a meeting shall set forth the place, date, time, and purpose of the meeting.

Section 2. Regular Meetings: Regular meetings of members of the Association shall be held at least quarterly. Notice for regular meeting is to be given in the same manner as for the annual meeting.

Section 3. Special Meetings: A special meeting of the membership may be called by the President or by a majority of the Board of Directors at their discretion. The President or Board of Directors or five members of the Association may also call a special meeting. Notice for any special meeting is to be given in the same manner as for the annual meeting, except that notice shall be given to each member at least seven days prior to the time established for the meeting. No business other than that specified in the notice shall be conducted at any special meeting so called.

Article IX Committees

Section 1. Committees: The President or Board of Directors may, at any time, appoint committees on any subject to assist in operation of the Association. Each committee will consist of the Executive Director and at least one member in good standing.

Section 2. Committee Quorums: A majority of any committee of the Association shall constitute a quorum for the transaction of business of the particular committee, unless that committee shall by a majority vote of its entire membership, decides otherwise.

Section 3. Committee Vacancies: The various committees shall have the power to fill the vacancies in their respective committees.

Article X Mail Vote

Section 1. Mail Vote: Whenever in the judgment of the Board of Directors, any question arises that it believes should be put to a vote of the membership and it determines that a special meeting for that purpose is inexpedient; the Board of Directors may submit such a matter to the membership in writing for a vote. The question thus presented shall be resolved according to the majority of the votes received by the Secretary / Treasurer within fourteen days after submission to the membership; provided that in each instance that a vote is employed by the Board, the votes of at least fifty percent of the members of the Association shall be received and cast on the issue in question. Any and all such action taken in pursuance of a majority vote in each such case shall be binding upon the Association in the same manner as would be action at a duly called meeting.

Article XI Executive Director

Section 1. Executive Director: The Board of Directors may select and appoint an Executive Director who will hold office and employment at the pleasure of the Board of Directors.

- A. The Executive Director shall have the sole responsibility for general supervision, direction, and control of the business affairs of the Association; perform such duties as may be requested by the Board of Directors; employ, supervise and dismiss Association personnel; and attend in an ex-officio capacity, the meetings of the membership of the Association, of the Board of Directors and of the various committees.

Article XII Amendments

Section 1. Amendments: These Bylaws may be amended, repealed or altered in whole or in part by a majority vote of the Board of Directors or by a majority of the general membership at any regular or special meeting, providing that notice for the meeting includes the proposals for amendments. Any proposed amendment of alteration shall be submitted to the Board of Directors or the members in writing, at least ten (10) days prior to the meeting at which it is to be acted upon.

Article XIII Dissolution

Section 1. Fund Distribution: The organization shall use its funds only to accomplish the purposed specified in these by-laws and no part of said funds shall accrue or be distributed to or on behalf of the members of the organization. On dissolution of the organization, any funds remaining shall be distributed to one (1) or more regularly organized charitable, education, scientific or philanthropic organizations, which are exempt of the Internal Revenue Code of 1954. The Board of Directors shall select the organizations(s) by simple majority vote.

Article XIX Parliamentary Authority

Section 1. Robert's Rules of Order: The rules contained in Robert's Rules of Order (current edition) shall govern meetings of this organization in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation or these by-laws.

Article XX Miscellaneous

Section 1. Indemnification of Directors, Officers and Management: Any person made a party to any action, suit or proceedings, by reason of the fact that he/she is or was a Director, officer or management of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him/her in connection with the defense of such action, suit or proceedings, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceedings, or in connection with any appeal therein that such officer, Director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director, or management may be entitled apart for the provisions of this section.

The amount of indemnity to which any officer, Director or management may be entitled shall be fixed by the Board of Directors, except that in any case where there is no disinterested majority of the Board available, the amount shall be fixed by arbitration pursuant to the then existing rules of the American Arbitration Association.

Section 2. Conflicts of Interest: No contract or other transaction between the Corporation and one or more directors or any other corporation, firm, association or

entity in which one or more Directors is a director, officer, management, or is financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his/her votes are counted for such purposes if:

- (a) The fact of such relationship or interest is disclosed or known to the Board of Directors or Committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or
- (b) The fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- (c) The contract or transaction is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a Committee thereof which authorizes, approves, or ratifies such contract or transaction.

Article XXI Equal Opportunity

The New Mexico Roofing Contractors Association is an Equal Opportunity Association and operates under the stipulation that there will be no discrimination of any kind at any time based upon race, creed, sex, national origin, or age.

Article XXII

The Bylaws contained in this document represent a fully amended and altered set of Bylaws for the New Mexico Roofing Contractors Association. These Bylaws replace in their entirety, as an amendment and alteration to all previous issues, all previous bylaws of the New Mexico Roofing Contractors Association and as of the date of adoption indicated below now govern all aspects of the Association.