

# Constitution and Bylaws

“The Big Bends Association of Roofing Professionals”

“Your Association”

An affiliate of the Florida Roofing and Sheet Metal Association (FRSA).

CRSA is a non profit association assisting the roofing, waterproofing, roof deck and roof systems contracting businesses in Tallahassee and the Big Bend area.

*Our mission: The purpose of this association is to improve the interest and welfare of its members through organizational training education and public service opportunities.*

# Capital City Roofing & Sheet Metal Association, Inc. Constitution and Bylaws

## ARTICLE I NAME, LOCATION AND SEAL

- Section 1**     **Name:** The name of the Association shall be “Capital City Roofing & Sheet Metal Association, Inc.-DBA: CRSA”.
- Section 2**     **Location:** The location of the principle office shall be established by the Board of Directors.
- Section 3**     **Seal:** The Board of Directors shall provide a seal, which shall be in circular form.

## ARTICLE II OBJECTIVES

- Section 1**     **The objectives of the Association shall be as follows:**
- A)     To develop the roofing, sheet metal, water-proofing, roof deck and roof system Contracting businesses, and to improve the interest and welfare of its members.
  - B)     To establish and secure the use of a superior quality of materials and workmanship and by better public service to contribute to the advancement of the industry in all of 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 and furtherance of their legitimate pursuits.

## ARTICLE III MEMBERSHIP

- Section 1**     **Classes of Memberships.**
- A) Active Members. Active members shall constitute the voting body of the Association. Each active member shall have one vote. Corporations, companies and designated representatives that are active members may send an employee to cast votes at the membership meetings. If more than one employee attends the meeting(s) the member corporation or company still only has one vote and must designate the voting employee prior to voting.

- 1) Contractor Members: Established and licensed roofing, sheet metal, roof deck and roof systems contractors in the State of Florida who are engaged in the application of roofing, sheet metal, water proofing, roof decking and other roof systems, are eligible for active membership in the Association.
  - a) Contractor Members shall have one vote.
  - b) Dues benefits, privileges and obligations of the contractor members shall be determined from time to time by the Board of Directors.
  - c) It should be noted that in order to be recognized by the State Roofing Association (FRSA) Florida Roofing, Sheet Metal & Air Conditioning Association, Inc. as an affiliate. There must be at least 25% of the total membership that must be contractor members.
  
- 2) Associate Members: Any firm or individual engaged in the manufacturing and/or supplying of materials, equipment or services used by the roofing, sheet metal, roof deck and /or roof systems contractors of this corporation shall be eligible for active membership in the association. Firms or individuals engaged in the design, specification, inspection or consultation regarding roofing, roof decking and roof systems are eligible for active membership. Firms, individuals or institutions desirous of being associated with the Capital City Roofing & Sheet Metal Association, Inc. as industrial/institutional associate members may do so upon approval of an application.
  - a) Associate members shall have **ONE** vote.
  - b) Dues, benefits, privileges and obligations of the contractor members shall be determined from time to time by the Board of Directors.
  
- 3) Upon acceptance, active membership shall be granted to a company, a corporation or an individual engaged in the roofing contracting business as defined in Article III, Section 1 (A) 1 or to a company or corporation engaged in the manufacturing and/or supplying business as defined in Article III, Section 1 (A) 2 each company or corporation shall file the name of the individual selected to be its representative in the Association, with the secretary.

B) Honorary Members. Honorary membership may be voted by majority vote of the Board of directors for such time and with such privilege as the Board may determine.

**Section 2**      **Application.** Firms or individuals as defined in Article III, Section 1.

A) Application. All applications for membership shall be made to the Board Directors.

B) Membership is to be determined by the membership committee or Board of Directors and officers. **The decision of the group is final.**

**Section 3** **Termination of membership.** Membership in the Association may cease upon lapse of three months delinquency in payment of annual dues, withdrawal of the member from active participation in the industry or by affirmative vote of a majority of the membership or by majority vote of the Board of Directors. Memberships may be terminated or suspended when a member's behavior is deemed inappropriate and noncongruent with the objectives towards this Association. All dues and monies paid by the terminated or suspended member are nonrefundable.

#### **ARTICLE IV** **REVENUE**

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

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

**Section 3** The fiscal year of the association shall be from January 1 to December 31.

**Section 4** The treasurer of the Association is directed to open an account with a Federally Insured Banking Institution and to deposit therein all funds of the corporation. All purchases, drafts, checks and notes of the Association, payable on said account shall be made in the name of the Association, signed by the President or Treasurer. They also must be approved by the President and the Treasurer.

**Section 5** A monthly treasurers report is to be issued at the general membership meeting.

**Section 6** Purchases in excess of \$2,500.00 must be approved by the Board of Directors by an affirmation vote.

#### **ARTICLE V** **OFFICERS**

**Section 1** **Officers.** The elected officers shall be President, Vice President, Secretary and Treasurer. The term of each officer shall be one year.

**Section 2** **Qualifications.** Each officer nominated shall be an active member, or an employee of an active member of the Association in good standing. More than one employee of an active member may serve on the Board as an officer.

**Section 3**      **Duties.**

A)      President. The President shall be the chief executive officer of the association, shall have general and active management of business and affairs of the Association subject to the directions of the Board of Directors and shall preside at all meetings of members of the Association, and the Board of Directors. The President shall also have the responsibility to appoint committees not otherwise provided for in these By-Laws.

B)      Vice-President. In the absence or removal of the President, the Vice-President shall serve as President of the Association.

C)      Secretary. The Secretary shall have custody of and maintain all of the corporate records except the financial records; shall record the minutes of all meetings and the members of the Association and Board of Directors, send all notices of the meetings and perform such other duties as may be prescribed by the Board of Directors or the President.

D)      Treasurer. The Treasurer shall have custody of all the Associations funds and financial records, shall keep an accurate account of receipts and reimbursements and render accounts thereof at the annual meetings of the Association and whenever else required by the Board of Directors or the President.

**Section 4**      **Removal of Officers and their Assistants.** An officer or assistant officer elected by the members of the Association, including the Treasurer, may be removed by the members of the Association upon affirmative vote of fifty one percent (51%) of members entitled to vote.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

**Section 1**      **Qualification, Terms and Number.** The Board of Directors shall consist of not more than four existing officers and the most and the most recent past President. Their term of office shall be for one (1) year or until their successors are elected. To be eligible for election to the Board of Directors, a representative must be an active member firm in good standing.

**Section 2**      **Powers.** The elected officers and Directors shall constitute the full Board of Directors, performing such duties and exercising such powers as are delegated to them in these Bylaws. The Board may adopt such policies and take such action not inconsistent with these Bylaws for the Government of the Association and its members and the Board may deem proper.

**Section 3**      **Committees.** From time to time as the Board deems proper, the Board of Directors may authorize the designation of a committee. Concurrent with the designation of a committee, the Board of Directors shall appoint a chairman to this committee.

## ARTICLE VII ELECTIONS

- Section 1**     **Nominations.** The elected officers and directors shall be received from any active member in good standing from the floor just prior to the election of the officers and directors. Any member nominated for the position of an officer or a director shall be an active member, or an employee of an active member, in good standing of the association and shall be further so qualified as specified in these Bylaws.
- Section 2**     **Elections.** The very first elections are to take place in October of 2007 for the 2008 term of office. The election of officers and directors shall take place at the meeting of all members of the Association for every year thereafter in November. Officers shall be elected by a majority of all votes cast. Directors shall be elected by a plurality vote. Election may be by a viva vote with **ONE** vote per company.
- Section 3**     **Succession of Officers.** The term of the President shall be for one year. The Vice-President shall serve a one-year term and shall automatically succeed to the Presidency. The Secretary shall serve a one year term and shall automatically succeed to the Vice-Presidency. The Treasurer shall serve a one-year term and automatically succeed to the Secretary. At the first election following adoption of this section, a Treasurer shall only be nominated and elected pursuant to Article VII, Sections 1 and 2 respectively.

## ARTICLE VIII INSTALLATION AND VACANCIES

- Section 1**     **Installation.** Officers and directors elected by the members of the Association or succeeding to office pursuant to Article VII, Section 3, shall assume the duties of office January 1<sup>st</sup> immediately following their election or succession.
- Section 2**     **Vacancies.** In the event of the absence, incapacity or death of the President, the Vice-President shall serve as active President. The Board of Directors shall fill a vacancy in any one of the other offices of the Association by a two-thirds vote.

## ARTICLE IX MEETINGS

- Section 1**     **Monthly.** Monthly meetings of the Association shall be held on the 3<sup>rd</sup> Tuesday at such place and times and of duration as may be determined by the officers of the association. Any matter coming before the members of the association at a monthly meeting attended by a quorum may be voted on and if approved, considered an action of the Association.
- Section 2**     **Special.** Special meetings of the members of the Association shall be called by the President or written request of the four members of the Board of Directors or thirty percent (30%) of the membership in good standing. Member shall have at

least seven (7) days notice of any special meeting and the call shall state the object thereof.

**Section 3** **Directors.** The Directors shall meet in advance of the meeting of the members of the Association.

**Section 4** **Quorum.** Thirty-five percent (35%) of all members in good standing shall constitute a quorum for the transaction of business at any meeting of the members of this Association, but not less may meet and adjourn from time to time. Fifty-One percent (51%) of all Directors and Officers shall constitute a quorum for the Board of Directors.

**Section 5** **Notice.** It shall be the duty of all members to keep on file with the secretary of the Association an address, fax number or an email address to which all notices required by the minutes, Bylaws and rules and regulations of the Association may be sent. The mailing, faxing or emailing any such notices or any regular or special meeting to such last known address shall be sufficient and conclusive upon such number.

**Section 6** **All Meetings.** All meetings held by this Association shall be in strict accordance with the Capital City Roofing & Sheet Metal Association, Inc.'s anti-trust compliance policy and procedures. Under no circumstances shall any meeting associated with this Association be without this policy in full effect. This policy to be put in place and approved by the original Board of Directors and shall remain in place, under separate cover, for the entire existence of this association. This policy cannot be removed as part of these Bylaws once in place.

## **ARTICLE X** **COMMITTEES**

**Section 1** **Member.** Unless otherwise provided in these Bylaws the President of the Association shall appoint a Chairman of each committee. The Chairman of each committee shall be responsible for the appointment of members to each committee.

**Section 2** **Budget and Finance Committee.** The Treasurer of this Association shall be the Chairman of this committee. This committee shall review the current financial statement of the Association and set up a budget to cover the operation of the association during the next fiscal year. This committee shall submit a report to the Board of Directors by November of each year. The Budget and Finance Committee shall also have the power to recommend to the Board of Directors if it is necessary for the Association to hire either full-time or part-time employees or to subcontract out services as needed. If or when this committee becomes non-existent the Board of Directors will be charged with these duties.

**Section 3** **Membership Committee.** It shall be the duty of the Membership Committee to obtain qualified members for this Association. Furthermore, this Committee shall be responsible for the review and subsequent approval or disapproval of all

applications submitted by prospective associate members. If or when this Committee is non-existent the Board of Directors will be charged with these duties.

**Section 4** **Code and Licensing Committee.** It shall be the duty and responsibility of the Code and Licensing Committee to enact various codes on the local, state and federal level to further the legitimate pursuits of this Association. The Code and Licensing Committee shall also be responsible for code enforcement as necessary. If or when this Committee is non-existent the Board of Directors will be charged with these duties.

**Section 5** **Other Committees.** Other Committees may be designated as provided in Article VI, Section 3, by the Board of Directors, Officers or a majority of the members of this Association.

**Section 6** **Meetings.** Unless designated in the Bylaws, each committee of the Association may meet from time to time as required by its Chairman. The Capital City Roofing & Sheet Metal Association, Inc. anti-trust policy is to be in effect at all meetings.

**Section 7** **Advisory Counsel.** The Advisory Counsel shall be made up of past Presidents. The immediate past President shall be chairman of this committee. This committee is to assist the Board of Directors in planning and operating this association.

## **ARTICLE XI** **SALARY AND COMPENSATION**

**Section 1** **Salary.** The Officers and Directors of the Association shall not receive any salary or compensation for their services towards the Association.

**Section 2** **Reimbursement for Expenses.** Officers shall be reimbursed for expenses they incur for the general welfare of the Association or for the furtherance of the Associations goals. It shall be the preferred method that prior approval is obtained from the Board of Directors prior to any expenditure being borne by any Officer. But in recognition of the fact that this prior approval may be impractical, any Officer will be reimbursed for any justified and valid association expense up to One Hundred dollars (\$100.00) per expenditure upon submission to the Treasurer of documented receipt itemizing expenditure.

## **ARTICLE XII** **AMENDMENTS**

All amendments or additions to these Bylaws shall be proposed in writing or verbally by any active member at the general membership meeting. A two-thirds vote for all present shall be necessary for their adoption.

**ARTICLE XIII**  
**PARLIMENTARY AUTHORITY**

In all instances not covered by the Bylaws. Robert's rule of order revised shall apply in all questions of procedure and parliamentary law.

**ARTICLE XIV**  
**BOOKS AND RECORDS**

**Section 1**     **Books and Records.** This Association shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, Board of Directors and Committees. This Association shall keep a record of its members giving names and addresses of all its members. Any books, records and minutes may be in written form or in other form capable of being convened into written form within a reasonable time.

**Section 2**     **Members Inspection Rights.** Any member of the association shall have the Right to examine, in person, by agent, or by attorney, at any reasonable time, for any proper purpose, the Association's relevant books and records of accounts, minutes and records of its member and to take extracts there from.

**ARTICLE XV**  
**DISSOLUTION**

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and of part of said funds shall ensure 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.