

Montana Roofing Association  
Constitution & Bylaws

Article I. Name and Location

Section 1. Name:

The name of the Association shall be the Montana Roofing Association.

Section 2. Type of Association:

The Montana Roofing Association is a non-profit corporation organization organized in the state of Montana.

Article II. Objects

Section 1. Mission and Purposes:

To promote and forward the objectives of all parts of the roofing industry in the State of Montana through education, advancement, legal standards, and economic interests of members and general public relations as to expectations of the roofing professional.

Article III. Membership

Section 1. Membership Classification:

A. Members:

1. A general membership will be granted to those currently working in the roofing industry as a contractor, commercial manufacturer of roofing products and/ or a distributor of roofing products.
2. Each company or division shall designate one voting member.

B. Associate Members:

Associate Membership may be held by organizations and companies having an indirect relationship with the roofing industry. Such companies will include but not be limited to insurance, banking, business development, software, Architects, Engineers, Consultants, etc. Associate members will not vote or hold office.

C. 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:

All applications for membership shall be made to the Board of Directors.

## Section 3. Qualifications:

### Qualifications for Contractor Members:

- A. A current Registered Contractors license for the State of Montana that has been in effect for a minimum of one year.
- B. A current Montana Workers Compensation Certificate that is specifically written for Roofing Installation, Sheet Metal Fabrication, Sheet Metal Installation classification codes.(5551-00,3069-00,5535-00). Or a current Montana Independent Contractor Certificate.
- C. A Certificate of Insurance for general liability protection of at least \$500,000. Insurance to be written specifically for Roofing Installation, Sheet Metal Fabrication, Sheet Metal Installation.

### Qualifications for Non-Contractor Members:

- A. Non-contractor members must be actively participating in the roofing business in the state of Montana. Participation includes either the distribution of materials or the representations of a manufacture of roofing related products.
- B. Distributor members shall have a store front in the State of Montana for a minimum of one year.
- C. Manufacture of Roofing Materials or Products in the State of Montana.

## Section 4. Termination of Membership:

Membership in the Association shall cease upon lapse of 3 (three) months delinquency in payment of annual dues or withdrawal of the members from active participation in the industry.

## Article IV: Revenue

### Section 1. Revenue:

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

### Section 2. Dues:

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

### Section 3. Fiscal Year:

The Fiscal year of the Association shall be from February 1<sup>st</sup> to January 31<sup>st</sup>.

### Section 4. Record Keeping:

The Montana Roofing Association shall keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the Association, including, specifically, the number of members, the dues collected from members, and dues received from sponsorships.

### Section 5. Interests in Assets:

No member of the Association shall have any right, title, or interest in any property of the Association. No person, whose membership in the Association is terminated, whether by death, resignation, or any other means, shall have any right, title, or interest in any asset or property of the Association.

## Article V. Officers

### Section 1. Officers:

The officers of the Association shall consist of a President, a Vice President and a Secretary/Treasurer all of whom shall also be directors of the Association. The officers shall consist of both Contractors and Non-Contractor Members.

### Section 2. Qualifications:

Officers must be members of the Association in good standing. No person may hold more than one office at the same time. Officers must have their primary residence in the state of Montana.

### Section 3. Duties:

The officers shall perform those duties that are customary to their positions. In addition, the President of the Association acts as Chairman of the Board of Directors, the Vice President acts in place of the President when the President is not available and the Secretary/Treasurer is responsible for keeping the records of the Association and is the financial officer of the Association.

#### Section 4. Singularity of Office:

Upon election as an officer, a person serving as a Director surrenders his Directorship upon the date of his assumption of duties as an officer.

### Article VI. Board of Directors.

#### Section 1. Board of Directors:

The governing body of the Association is the Board of Directors, which is responsible for the supervision, control and direction of the Association.

#### Section 2. Composition:

The Board of Directors consists of the President, Vice President and Secretary/Treasurer, Immediate Past President, and two directors elected by and from the Membership.

#### Section 3. Election:

Election and term of office coincides with the fiscal year. At the final meeting of the fiscal year, an election is held to elect the President, Vice President, Secretary/Treasurer and Directors. The President is elected to a two year term. Members of the Board of Directors shall be elected for a one year term. The maximum term of office for a director shall be three consecutive one year terms. A person who has served on the board of Directors for more than one half of a full term shall be deemed to have served a full one year term. Upon leaving the Board of Directors for any reason, a director shall not be eligible to serve on the Board of Directors for one calendar year from the date of departure. Ballots will be mailed out 14 days in advance of final meeting of the fiscal year and presented at the meeting

#### Section 4. Vacancies:

If a vacancy occurs on the Board for any reason, the position is filled for the unexpired portion of the term by the Board of Directors.

#### Section 5. Meetings:

The Board of Directors shall meet at least quarterly at a time and place determined by the President. Written notice shall be given to each member of the Board of Directors at least 14 days in advance of the scheduled meeting.

## Section 6. Quorum:

A quorum shall consist of two-thirds of the Board of Directors for the conduction of business.

## Article VII. Installation and Vacancies

### Section 1. Installation

Officers and Directors elected at the final meeting of the fiscal year and shall be installed at the close of the Meeting.

### Section 2. Vacancies:

In the event of absence, incapacity or death of the President, the Vice President shall serve as acting President. A vacancy in the office of the Vice President or Secretary/Treasurer shall be filled by the Board of Directors by a two thirds vote. Duties previously assigned to that Officer or Director shall be re-assigned at the discretion of the President. Vacancies in the Board of the office of a Directors shall be filled by the appointment of the President and consent of the Board of Directors, for the remainder of the unexpired term.

## Article VIII: Meetings

### Section 1. Meetings:

The meetings of the Association shall be held each year at such places and times determined by the Board of Directors or by vote of the members.

### Section 2. Special Meetings:

Specials meetings of the Association shall be called by the President. Members shall have at least 7 (seven) days' notice of any special meeting and the call shall state the objects thereof. No action shall be taken on maters not specified in the notice.

### Section 3. Voting:

Each member present shall be entitled to one vote as determined in Article III, Sect.1 A-3. The majority vote of members present at any meeting shall constitute the act of the body unless a greater number is required by these Bylaws. Proxy voting at Meetings shall not be allowed. Balloting may be used as directed by the Board of Directors for conducting business of the Association. Notice of balloting deadlines shall be given to members a minimum of 14 days in advance of voting deadline.

## Article X. Committees

The President shall appoint such other Committees and such other Subcommittees and or task forces as are necessary. The duties of such Committees shall be prescribed by the Board of Directors.

#### Article XI. Amendments

##### Section 1.

All amendments or additions to these By-Laws shall be proposed in writing at least 30 days prior to the Meeting of the Association. A majority vote of the members present shall be necessary for their adoption.

##### Section 2.

A Quorum shall consist of 50% of the membership or two thirds of the Board of Directors in order to pass an Amendment.

#### Article XII. Parliamentary Authority

In all instances not covered by these By-Laws, Roberts Rule of Order Revised shall apply in all questions of procedure and Parliamentary Law.

#### Article XIII. Dissolution

The Association shall use its funds only to accomplish the objectives and purposes specified in the By-Laws and no part of the 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 organization, to be as selected by the Board of Directors.

#### Article XIV. Indemnification

##### Section 1.

Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venture or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation, and entitled to advancement of expenses of litigation, to the fullest extent permitted under the Montana Revised Nonprofit Corporation Act against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are

allowed to be paid, reimbursed or advanced by the Corporation under the Montana Revised Nonprofit Corporation Act and which are actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprise. Such indemnification shall be made only in accordance with the Montana Revised Nonprofit Corporation Act and subject to the conditions thereof.

## Section 2.

As a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceedings through legal counsel designated by the Corporation and at the expense of the Corporation.

## Section 3.

The Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the Montana Revised Nonprofit Corporation Act. If any expenses or other amounts are paid by way of indemnification other than by court order or by an insurance carrier, the Corporation shall provide written notice of such payment to the members.