

Bylaws of

Roof Consultants Incorporated, Ontario

Adopted August , 2010

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Affiliated Chapter RCI, Inc.



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ARTICLE I – NAME

Section 1. The name of this organization is Roof Consultants Incorporated, Ontario (RCI Ontario), a corporation incorporated in the Province of Ontario, hereinafter referred to as the “Chapter;” said Chapter being an affiliate Chapter of RCI, Inc., hereinafter referred to as “RCI”.

ARTICLE II – GOVERNING AUTHORITY

Section 1. The Chapter is governed and operated in accordance with the laws of Ontario, provisions of the RCI Bylaws, these Bylaws, the regulations and requirements for the conduct of Chapters of RCI as adopted from time to time by the RCI Board, and the rules and instructions of the Chapter Board of Directors issued through its Officers.

ARTICLE III – PURPOSE AND POLICY

Section 1. The purpose of the Chapter is to provide a medium at the local level for advancement of the objectives of RCI, to promote close relations and cooperation among the professions, contractors, manufacturers, trade associations and societies which are engaged in, or directly connected with, the building construction industry.

Section 2. The name, funds or influence of the Chapter may be used only in support of RCI objectives and those objectives stated herein.

Section 3. The Chapter endorses a non-discrimination policy as to membership and does not restrict membership based on a classification ratio or any other practice.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. The management and direction of the Chapter shall be delegated exclusively to its Board of Directors, hereinafter referred to as the “Board.”

Section 2. The preferred Board of Directors shall be comprised of the following members: The President, Vice-President, Immediate Past President, Secretary, Treasurer, and a minimum of two (2) Directors. The minimum Board for governance of the Chapter shall be composed of the President, Vice-President and Secretary/Treasurer. The Board shall execute the responsibilities outlined in the Chapter Bylaws, combining duties where officers are not elected because of a smaller board size. A majority of the Board shall be Professional Members. Professional Members are defined in RCI Bylaws.

Section 3. All members of the Board, except the Chair of the meeting, are eligible to vote on Chapter business. The Chair of the meeting is entitled to vote when the vote is by ballot, or in cases where the vote would change the result.

Section 4. The Board, through the action of authority delegated to the Membership Chair, shall receive and promptly accept applications for membership in the Chapter received from prospective members meeting the qualifications for RCI membership; may accept resignations for the Chapter; and shall promptly report its actions on membership to RCI.

Section 5. The Board shall select all standing and special committees, and designate duties, and authorize compensation or justifiable expenses. All committee Chairs shall be members of the Chapter.

Section 6. The Board shall schedule quarterly business meetings. Special meetings shall be held upon the call of the President, or three (3) members of the Board, upon five (5) days written notice.

Section 7. A majority of the Board, excluding ex-officio members shall constitute a quorum.

Section 8. Should a vacancy occur in any office of the Chapter, except that of President or Vice-President, the Board shall by two-thirds affirmative vote of its total membership fill such

vacancy by appointment of a member eligible by all other criteria, for the duration of the unexpired term.

- Section 9. Should a vacancy occur in the office of President, the Vice-President shall assume the office of President for the duration of the expired term.
- Section 10. Should a vacancy occur in the office of the Vice-President, a nominating committee appointed by the Board shall make nominations to fill the vacancy in accord with applicable provisions of Article VI of these Bylaws.
- Section 11. The RCI Region V Director shall serve as an ex-officio member of the Chapter Board of Directors, with membership on the board automatically renewing each year and extending to newly elected or appointed RCI Region Directors.

ARTICLE V – OFFICERS

- Section 1. The President shall serve as Chair of the Board of Directors, shall serve as Chair of the meeting at Chapter meetings, shall select the Chairs of temporary committees, shall appoint delegates to the annual meeting of RCI, shall be an ex-officio member of all committees, and shall sign all agreements and formal instruments.
- Section 2. The Vice-President shall assist the President in the administration of Chapter business. The Vice-President shall be an ex-officio member of all committees reporting to the Office.
- Section 3. The Vice-President shall assist the President as directed by the President in the administration of Chapter business.
- Section 4. The Vice-President shall serve as Chair of the Chapter meetings and meetings of the Board upon absence of the President.
- Section 5. The Secretary shall send notices at least five (5) days in advance of special meetings of the Board and the Chapter and shall keep accurate minutes of all regular and special meetings. The Secretary shall handle all correspondence; shall keep a roster of members and committees; shall prepare and co-sign all agreements and formal instruments, except those pertaining to the office of Treasurer, and shall submit a report of his office at the annual meeting.
- Section 6. The Treasurer shall collect and receipt for monies and securities, deposit funds and disburse and dispose of the same, subject to the direction of the Board; shall keep accurate books of account and shall submit a report of his office at the annual meeting, and at meetings of the Board.
- Section 7. Directors shall serve as a voting officer. Directors may be appointed to perform Chairperson duties in one of the following committees: Education, Membership, Technical, Social, Promotion, OIRCA and Chapter Liaison, Web Site and any other committees that would be created for the need of the members.

ARTICLE VI – NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

- Section 1. At the first annual meeting following the adoption of these Bylaws the following officers and directors shall be elected; President, Vice-President, Secretary, Treasurer, a minimum of one Professional Director to serve for two (2) years and a minimum of one Industry or Associate Director to serve for two (2) years.
- Section 2. Each elected officer shall take office January 1st and shall serve for a term of one (1) year, except for Directors, whose terms shall be two (2) years.
- Section 3. The Vice-President shall assume to the office of President at the conclusion of the term of President.

- Section 4. The Board shall appoint a nominating committee not later than March 1st. The Nominating Committee shall prepare a list of nominees, showing at least one (1) name for each elective office of the Board due to become vacant. The Committee shall present the list to the Chapter members by mail not later than September 15th. The Nominating Committee shall prepare the ballot, which shall include the original list of nominees and those nominated from the field, and shall submit a copy thereof, together with a notice of the time and place of the meeting at which the ballots will be cast and then counted, to each member of the Chapter at least two (2) weeks prior to such meeting. This meeting shall be held not later than the month of December.
- Section 5. The vote shall be taken and ballots shall be counted at the meeting by tellers appointed by the Chair of the meeting and the results shall be reported to the members.
- Section 6. Not later than December 31, the Chapter Secretary shall notify the Region Director and RCI Office of the results of the election, and shall submit to them a complete listing of the Chapter Officers for the coming year, with their addresses and phone numbers.

ARTICLE VII – MEMBERSHIP

- Section 1. The qualifications for membership shall conform to the requirements of the Bylaws of RCI.
- Section 2. Membership in RCI is prerequisite to membership in the Chapter.
- Section 3. The Chapter may elect a Chapter member, having been elected as an Honorary Member by RCI, as an Honorary Member. Honorary Members shall have the same rights and privileges as Professional Members except that they shall not be eligible to vote, unless they were Professional, Industry or Associate Members at the time of Honorary Membership.
- Section 4. The provisions of RCI Bylaws for disqualifications, suspensions, expulsions and reinstatement shall govern for the Chapter.

ARTICLE VIII – MEETINGS

- Section 1. The annual meeting of the Chapter shall be held during the 4th Quarter, at which time committee reports shall be submitted, the Secretary shall submit a report on the activities of the Chapter during the past term of office, and the Treasurer shall submit an annual report on the finances of the Chapter. A copy of these reports shall be sent to the Director of Region V.
- Section 2. Board meetings shall be held monthly during the calendar year, except when otherwise decreed by the Board of Directors. Not less than three (3) Board meetings shall be held in the fiscal year.
- Section 3. Regular meetings of the Chapter membership shall be as decreed by the Board.
- Section 4. Special meetings of the Chapter may be called whenever the majority of the Board deems it necessary, or upon written request by not less than two-tenths of the Chapter membership. The business at special meetings shall be limited to that for which the meeting was called.
- Section 5. Chapter members shall be notified of regular, special and annual meetings at least two (2) weeks prior to the date of the meeting. Notification of regular, special and annual meetings shall be by mail, email, fax, or any combination of the above.
- Section 6. Copies of the minutes of Board meetings shall be distributed to the members of the Board and shall be mailed to the Director of Region V.
- Section 7. Copies of the minutes of regular and special meetings of the Chapter shall be distributed to the members of the Chapter by email or by posting of the minutes on the Chapter web site.

Section 8. These Bylaws, together with the applicable provisions of the Bylaws of RCI and Robert's Rules of Order, newly revised shall govern the conduct of business of the Chapter.

ARTICLE IX – FISCAL ADMINISTRATION

Section 1. The fiscal year shall be from January 1 to December 31.

Section 2. The annual Chapter dues, payable in advance on each member's anniversary date each year, shall be set by the Board.

Section 3. Annual dues notices shall be mailed by the Chapter at least two (2) months in advance of each member's anniversary date and are payable when rendered. Initial dues shall accompany the membership application.

ARTICLE X – AUDIT

Section 1. The Board shall appoint a committee to audit the books and transactions of the Treasurer at the close of the fiscal year. This report shall be read at a meeting of the Board.

Section 2. If directed to do so by RCI, the Chapter Board shall require that a fidelity bond be maintained in an amount no less than the amount of the Chapter treasury; naming all Board members having access to the Chapter funds.

ARTICLE XI – AWARDS

Section 1. Awards and Installation Banquet: The Annual General Meeting (AGM) of the Chapter year shall be designated for awards presentations and installation of new officers.

Section 2. The President shall appoint a Chapter Awards Committee not later than March 31. This committee shall comprise not less than three (3) members, one of whom shall be the current President. The Awards Committee shall notify the general membership, not later than the 3rd Quarter general membership meeting of awards available and request for nominees for each award.

Section 3. Nominees for awards shall be proposed by not less than five (5) Chapter members. The award will be made by the Chapter Awards Committee by a majority vote.

ARTICLE XII – DISSOLUTION

Section 1. In the event of dissolution of the Chapter and after all liabilities and obligations of the Chapter have been paid or adequate provision made therefore all assets remaining shall become the property of RCI and shall be transferred to the RCI Treasurer by the Chapter Treasurer.

ARTICLE XIII – AMENDMENTS

Section 1. Proposed amendments to these Chapter Bylaws shall first be submitted in duplicate, accompanied with two (2) copies of the complete, current Bylaws, to RCI for approval. RCI shall have sixty (60) days from receipt to consider the proposed amendments. After RCI approval, they shall then be distributed to the Chapter Members prior to a regular, special or annual meeting at least two (2) weeks prior to the regular, special or annual meeting that they are scheduled to be discussed and voted on.

Section 2. These Bylaws may then be amended by a two-thirds vote of the professional members present at the regular, special, or annual meeting.