

SLATE ROOFING CONTRACTORS ASSOCIATION OF NORTH AMERICA, INC.

Bylaws — Adopted September 10, 2008, Rev 1: March 17, 2010, Rev 2: January, 2011

Article 1: NAME AND PURPOSE

Section 1. Name:

The name of the organization shall be the Slate Roofing Contractors Association of North America, Inc. (SRCA).

Section 2. Purpose:

A. The SRCA is established as a non-profit corporation organized exclusively for charitable purposes as defined by Section 501(c)(3) of the Internal Revenue Code. Its purpose is to promote the slate roofing trades, including, but not limited to, organizing slate roofing tradespersons; promoting the training and education of slate roofing contractors in traditional slate roofing practices; and pursuing the interests of slate roofing contractors in developing appropriate standards, practices, methodologies, educational materials and networks.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

Section 3. Governing Authority:

The SRCA is governed and operated in accordance with the laws of the State of Pennsylvania, the Articles of Incorporation, these Bylaws, SRCA policy, and instructions of the Board of Directors.

Article 2: BOARD OF DIRECTORS

Section 1. Board Purpose:

The Board of Directors (Board) shall have control and management of the affairs of the SRCA, with authority to conduct the business of the organization. The Board shall establish the dues, rules, regulations and qualifications required for membership, as well as establish and direct any committees necessary within the SRCA. The Board will also have the authority to receive gifts and donations on behalf of the SRCA.

Section 2. Board Membership:

A. Except for the Executive Director, only SRCA members in good standing, belonging to the Slate Roofing Contractor membership category as defined in these bylaws, may be elected or appointed members of the Board of Directors.

B. The Board of Directors shall consist of no fewer than 6 members and no more than 10 members. Members are to include the Executive Committee, which consists of the President, Vice-President, Secretary/Treasurer, and Executive Director, as well as from 2 to 6 Directors. The number of Directors may be modified by a majority vote of the Board.

Section 3. Executive Committee -- Number, Designation and General Powers:

A. The Executive Committee shall consist of four members — President, Vice-President, Secretary/Treasurer, and the Executive Director. The Executive Committee shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the SRCA. The Executive Committee members, as between themselves and the SRCA, shall respectively have such authority and perform such duties in the management of the property and affairs of the SRCA as may be determined by resolutions or orders of the Board of Directors, or, in the absence of controlling provisions in resolutions or orders of the Board of Directors, as may be provided in these by-laws.

B. The President shall exercise general supervision over the affairs of the SRCA and shall preside over all meetings of the Board of Directors, Executive Committee and general membership. The President shall present an annual report to the membership.

C. The Vice-President shall have such responsibility as may be delegated by the President, Executive Committee or the Board, and shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice-President shall maintain oversight over all standing committees.

D. The Secretary/Treasurer shall be the custodian of the funds of the SRCA. The Secretary/Treasurer shall have such other duties as may be prescribed from time to time by the Board. At the expiration of the term of office, the Secretary/Treasurer shall deliver to the Secretary/Treasurer-elect all books, monies, and other property of the SRCA that may be in his/her possession, or, in the absence of a treasurer-elect, to the President. The duties of the Secretary/Treasurer, under authority of the Board, may be assigned in whole or in part to the Executive Director or to other assistants as the Board may determine. The Secretary/Treasurer shall attend all meetings of the Board, the Executive Committee, and the General Membership, and shall oversee recording of the minutes of all such meetings. The Secretary/Treasurer shall provide a copy of the minutes from each meeting in a timely manner, for the purpose of posting the minutes on the SRCA website.

Section 4. Disqualification:

Officers or directors of the SRCA who cease for any reason whatsoever to be members of the SRCA shall thereupon no longer hold such office in the SRCA.

ARTICLE 3: EXECUTIVE DIRECTOR

Section 1. Appointment of Executive Director:

The Board will appoint an Executive Director who shall manage the SRCA office and fiscal affairs, have power to select office staff and shall conduct the business of the SRCA, subject to the direction of the Board. The Executive Director shall be paid a salary to be determined by the Board and shall hold office at its pleasure.

Section 2. Responsibilities of Executive Director:

A. The Executive Director shall issue notices for all meetings for which notice must be given, as required by these Bylaws, shall attend promptly to all official correspondence, and shall notify members of their election or appointment to offices, boards and committees. The Executive Director shall keep a correct roster of the names and current addresses of the members of the SRCA, of its Board, and of its various committees, and shall post such information on the SRCA website.

B. The Executive Director shall have custody of the corporate seal, and shall sign all agreements and formal instruments for the SRCA under the seal thereof. The Executive Director shall have charge of all books, records and correspondence of the SRCA, of the Board and of its committees, and shall exhibit the same to the members of the SRCA when required to do so by the Board.

C. The Executive Director shall keep accurate books of account, recording therein the sources and the amounts of all monies, funds, securities, property and assets in custody, showing at all times the amount of all property belonging to the SRCA, wherever located, and showing the amount of disbursements made and the disposition of the property.

D. The Executive Director shall forward all payments and income received by the SRCA to the appropriate SRCA bank account. Copies of all SRCA bank statements are to be forwarded to the Secretary/Treasurer.

E. The Executive Director shall render to the Board, when they so direct, an account of all the financial transactions of the SRCA, and shall, after the close of the fiscal year, present a report of the SRCA fiscal year finances produced by an independent certified public accountant, who shall be designated by the Executive Committee.

F. Upon resignation or termination of his/her position as the Executive Director, he/she shall deliver all books, records and correspondence to the newly appointed Executive Director, or, in the absence of a newly appointed Executive Director, to the President.

G. The Executive Director shall be responsible for maintaining the SRCA website.

H. The Executive Director shall attend all regular meetings of the Board of Directors and of the General Membership and have such other duties as may be prescribed from time to time by the Board.

I. The Executive Director shall submit to the Board of Directors such reports as may be ordered by the Board and shall submit, at the Annual Membership Meeting, reports of all transactions as Executive Director, including a statement regarding the financial condition of the organization.

ARTICLE 4: ELECTION OF BOARD OF DIRECTORS

Section 1. Electorate:

All members of the Board of Directors, except the Executive Director, shall be elected by those SRCA members with voting privileges as defined in these bylaws.

Section 2. Candidates:

A. The Board of Directors shall prepare an annual slate of candidates for election to

available positions, based upon the recommendation of the Nominating Committee, and shall present such slate to the General Membership along with the qualifications of each candidate, prior to the election.

B. Potential candidates are to provide a resume or curriculum vitae to the Nominating Committee prior to being added to a candidate slate.

Section 3. Frequency of Elections and Duration of Office:

A. Candidates for Board of Directors shall be voted on and elected annually, or when a position is available, by those in the General Membership with voting privileges. Each Director shall hold office for a term of 4 years. A Director may be re-elected in accordance with these bylaws and serve not more than three **consecutive** terms. A Director may not be elected an Officer without having served at least one year on the Board.

B. Officers shall be elected every two years **by a 2/3 majority of** the Board of Directors and, along with the Executive Director, shall make up the Executive Committee. Officers shall be elected for a term of two years. All officers and directors of the SRCA shall be elected to hold office for periods beginning on **January 1st and ending on December 31st of the respective years.**

C. Officers are to remain in office until their terms expire, until a successor is elected by the Board, or until death, resignation, or removal. Any Officer or Director may be removed from office for malfeasance, misfeasance, nonfeasance, or other just cause, by a two-thirds vote of the Board of Directors, after a 15-day advance written notice has been provided to the Officer in question.

D. The President and Vice-President may serve a maximum of two successive two year terms in any one office, and no more than five successive two year terms as an Officer. The Secretary/Treasurer may serve a maximum of three successive two year terms in that office, and no more than five consecutive two-year terms as an Officer.

E. Approximately one-third of the Directors are to be elected each year. Of the initial elected Directors, 1/3 shall serve two year terms, 1/3 shall serve three year terms, and 1/3 shall serve four year terms in their initial term in office.

F. If the membership category of an Officer or Director shall change after election to office, that officer or director may continue in the office until the expiration of the term of office.

Section 4. Vacancies:

Any vacancy occurring among the elected Directors or Officers of the SRCA shall be filled by a member of the SRCA recommended by the Nominating Committee upon approval of a majority of the Board. A Board member so elected shall serve the remainder of the term of the person vacating the position and shall be eligible for election to successive terms in accordance with these Bylaws.

ARTICLE 5: MEETINGS OF THE BOARD OF DIRECTORS

A. The Board shall meet at least twice a year. Such meetings may be face-to-face, electronic, or via telephone conference call.

B. There shall be an annual face-to-face meeting of the Board of Directors at such time and at such place as may be determined by resolution of the Board, or by the Executive Director upon approval of the Board.

C. Special Meetings of the Board of Directors may be held at any time or place upon the written request of a majority of the Board as presented to the President. Each Director must be duly notified not less than 10 days prior to any Special Meeting.

D. A majority of the Board membership shall constitute a quorum at all its meetings.

E. The order of business for meetings shall be determined by the President.

F. Each Board member is to have one vote. Vote by proxy will not be allowed.

ARTICLE 6: MEMBERSHIP AND DUES

Section 1. Membership Classes:

A. Membership in the SRCA shall be of several classes as deemed appropriate by the Board of Directors. Classes shall include Charter Members, Slate Roofing Contractor Members, Roofing Contractor Members, Affiliate Members, and Supporting Members.

B. Charter Members are those members who joined the SRCA in its initial formation year during the period of March 1, 2005 to March 1, 2006 and who paid a higher membership fee than non-Charter Members. Charter Members must also be so designated as Slate Roofing Contractor Members, Roofing Contractor Members, Affiliate Members, or Supporting Members.

C. Slate Roofing Contractor Members shall be made up of contractors who have at least five years experience in installing and/or restoring slate roofs, whose primary contracting income is derived from slate roof contracting, and who contract at least 75% of their roofing work, as determined by financial volume, as slate roofing repair, restoration or installation. **In addition, contractor members who complete an average of \$500,000.00 or more per year in slate roofing contracts can qualify as a Slate Roofing Contractor Member upon a vote of approval by the majority of the Board of Directors at any regular or special meeting** [Revision adopted 3/17/2010 by vote of the Board shown in bold]. Slate Roofing Contractor Members must include, with each annual membership renewal, a signed affidavit stating that the above qualifications remain in effect. Slate Roofing Contractor Memberships must be approved by the Membership Committee as described in Article 9, Section 3, Subsection 2.

D. Roofing Contractor Members shall be made up of contractors who derive their primary income from the building trades, including roofing, but who do not specialize in slate roofing to the extent that they would qualify for Slate Roofing Contractor membership status.

E. Affiliate Members shall be made up of non-contractor entities such as slate quarriers, slate distributors, other roofing or building material manufacturers or distributors, roof consultants, architects, engineers and other professionals.

F. Supporting Members shall be anyone who wishes to join at this membership level. Supporting members do not have voting privileges.

Section 2. Duration of Membership:

Memberships shall be annual, commencing after the day the membership has been approved by the Membership Committee and publicly posted on the SRCA membership rolls. Memberships may be renewed annually as long as the Member remains in good standing.

Section 3. Status of Membership:

Members are persons or entities that have submitted a signed membership application which has been approved by the Membership Committee and who have paid the annual dues for membership. Each member shall have one representative and one vote, except Supporting Members, who do not have voting privileges.

Section 4. Suspension of Membership:

A. Membership may be suspended when dues are more than two months in arrears. At such time, members whose payments are in arrears will be placed on an inactive membership list and removed from public SRCA membership display until such time as their membership dues become current. If, after six months the membership dues are still in arrears, the member will be purged from all membership rolls.

B. A Slate Roofing Contractor or Roofing Contractor membership may be suspended when a legitimate complaint against a Contractor member has been submitted, in writing, to the Membership Committee by anyone, including a non-member, as outlined in Article 9, Section 3, Subsection 1. The purpose of this clause is to allow the public at large to issue complaints to the SRCA regarding the workmanship of Contractor members.

C. Any member may be expelled, censured or suspended for conduct contrary to the welfare, interest or character of the SRCA by a two-thirds vote of the members of the Board; provided notice in writing, including a description of any charges, shall have been sent to said member or a designated representative at least 30 days before the meeting of the Board where such action is to be considered. A member so accused may appear before the Board and may have legal representation at said meeting, and shall have the right to appeal from the decision of the Board either to the Board at its next regular meeting or to the members at the next Annual Membership Meeting. The majority decision of the voting members of the SRCA present at either meeting shall be final. If the member is removed, dues are to be returned on a pro-rated basis.

D. Members may resign at any time by submitting a letter of resignation to any member of the Executive Committee. Dues shall be forfeited.

E. All rights, privileges and interests of a member in or to the SRCA shall cease on the termination of membership.

Section 5. Change of Membership Status:

If a member no longer qualifies for his/her membership category due to a change of principal activities, his/her status shall be changed to that under which he/she qualifies, as determined by a majority vote of the Membership Committee and confirmed by a majority vote of the Executive Committee.

Section 6. Dues:

A. The amount of dues for each membership category is to be established by the Board. Any change in the dues structure must be approved by a majority of those members of the Board present at a regularly scheduled meeting.

B. Annual dues renewal notices shall be mailed to members by the Executive Director at least one month in advance of each member's expiration date and are payable when rendered.

C. Initial dues shall accompany the membership application.

Article 7: MEETINGS OF MEMBERS

A. There is to be an Annual Membership Meeting which is to include a complete Treasurer's report and a report from the Executive Director. The Annual Membership Meeting shall be held at such times and location as determined by the Board of Directors. Robert's Rules of Order Newly Revised shall govern, except when otherwise provided in these Bylaws. The President shall call the meeting to order and officiate over the meeting.

B. All members are to receive at least 4 weeks prior notice of the Annual Membership Meeting, including the place, date and time of the meeting.

C. Each voting member will have one vote at Annual Membership Meetings. If the voting member is an entity, the assigned representative of said entity shall have one, and only one, vote, regardless of the size of the entity. Voting members include all members except Supporting Members.

D. No quorum of members need be present at an Annual Membership Meeting.

E. All members have the right to attend all meetings, including Board meetings. Non-members of the Board attending a Board meeting will have no vote.

F. A special meeting of the members may be called at any time by the President or by a majority of the Board of Directors. The Executive Director shall prepare and deliver to each member a written notice of the time, place and purpose of such meeting at least 15 days prior to any such meeting.

ARTICLE 8: FISCAL MATTERS

A. The organization's fiscal year is to be the calendar year, beginning January 1st and ending December 31st.

B. The Executive Director shall have general supervision over the financial affairs of the SRCA. All checks for the disbursement of funds shall be signed by the Executive Director or his/her designate, except salary payments to the Executive Director, which are to be signed by the Secretary/Treasurer, or, in the absence of the Secretary/Treasurer, the President.

C. No Director, Officer, or member will be compensated for services other than the Executive Director. However, if approved by the Board, any person may be reimbursed for out-of-pocket expenses.

D. All income is to be deposited and maintained in an SRCA account in a commercial bank insured by the FDIC.

E. Contracts are to be signed by the Executive Director.

F. Members are to have no property rights to assets of the SRCA.

ARTICLE 9: COMMITTEES

Section 1. Standing Committees:

A. The Board of Directors may create committees of the Board and of the SRCA and shall delegate to these committees such powers and functions as it finds desirable for carrying out the purposes for which the SRCA has been organized. The Board may authorize compensation for justifiable Committee expenses. All members serving on SRCA committees shall be members of the SRCA in good standing.

B. Appointments to standing committees will be for a 3 year term. Committee members may be appointed for consecutive terms on a committee or committees, not to exceed three consecutive terms. The majority of members appointed to a committee will constitute a quorum. A minimum of 3 members are to serve on each standing committee.

C. The Executive Director will be responsible for maintaining an official roster of committee members, and for posting such information on the SRCA website.

D. All Committees shall obtain approval from the Board of Directors prior to implementing decisions affecting the operation of the SRCA, its public image, or its members.

Section 2. Nominating Committee:

A. The Nominating Committee shall consist of a special volunteer standing committee designated by the Board.

B. The Nominating Committee shall nominate new Directors from among the voting members to fill vacancies on the Board of Directors. Names of the nominees shall be provided to the voting membership at least 15 days prior to an election of Board members.

C. Nominations for Board positions may also be received from members of the SRCA. Such nominations shall be received by the Nominating Committee at least 30 days before the date of election. Nominees must have agreed in advance to serve on the Board.

Section 3. Membership Committee:

The Membership Committee shall consist of a special volunteer standing committee designated by the Board. The Membership Committee shall process contractor complaints as well as approve all Slate Roofing Contractor Membership Applications.

Subsection 1. Contractor Complaints:

A. The Committee shall review any complaints against Contractor Members that have been formally submitted, in writing, and signed by the complainant.

B. When a complaint is received by the Membership Committee, the Committee must notify the SRCA member of the pending complaint in order to afford the member the option of resolving the complaint prior to a formal inquiry into the complaint by the Membership Committee.

C. If the complaint has not been resolved by the member within a 15 day period, the Membership Committee must review any supporting evidence submitted by the complainant

and render a decision as to the legitimacy of the complaint, requesting additional supporting evidence as needed.

D. If a complainant fails to prove the merits of their complaint to the satisfaction of the majority of the Membership Committee within 30 days after issuing the complaint, the Membership Committee Chairperson is to forward a recommendation to the Executive Director that no action is to be taken other than the notify the complainant of said decision.

E. If a complaint is considered legitimate according to the majority of the Membership Committee, such determination is to be presented to the Executive Director in writing by the Membership Committee Chairperson, and the Executive Director is to review the evidence with the Executive Committee. Upon a confirmation that the complaint is legitimate according to a majority decision of the Executive Committee, the member is to be placed on the suspended membership listing and removed from public display of SRCA membership rolls until such time as the complaint has been resolved.

F. Resolution of a complaint must be determined by a majority decision of the Membership Committee.

Subsection 2. Slate Roofing Contractor Membership Application Approval:

The Membership Committee shall review all new Slate Roofing Contractor Membership Applications in order to determine whether the applicant is qualified to belong to this membership category. During the vetting process, a representative of the Membership Committee must interview the applicant, either in person or by phone. Applicants will be pre-approved by a majority vote of the Membership Committee. Such pre-approval must be confirmed by a majority vote of the Executive Committee prior to the membership taking effect.

ARTICLE 10: INDEMNIFICATION

A. The SRCA shall indemnify every person who is or was a Director, Officer, or employee of the SRCA, or who is serving or has served at its request as a Director, Officer, or employee of any other corporation (hereinafter referred to as "other corporation") against reasonable expenses, including attorneys' fees and disbursements, judgments, decrees, fines, penalties, and amounts paid in settlement, in connection with any pending or threatened claim, action, suit, or proceeding (civil, criminal, administrative, or investigative) in which he or she may be involved or threatened to be involved, as a party or otherwise, by reasons of being or having been such Director, Officer, or employee; provided a determination is made in the manner provided in B. of this Article that such person: (1) was not willfully negligent or guilty of willful misconduct in the performance of duty to the SRCA or other corporation of which the individual is or was a Director, Officer, or employee, (2) acted in good faith in what he reasonably believed to be the best interest of the SRCA or other corporation, (3) in any matter the subject of a criminal action, suit or proceeding, had no reasonable cause to believe that his conduct was unlawful, and (4) in the case of amounts paid in settlement, that such settlement is or was reasonable and in the best interests of the SRCA or other corporation; provided, however, that if at any time any provisions are contained in the laws of the State of Pennsylvania prohibiting indemnification in respect of any claim, action, suit, or proceeding except upon a determination of the extent thereof in the manner provided therein, then indemnification in respect thereof shall be made only in accordance with such provisions.

B. The determination as to (1), (2), (3), and (4) in the preceding paragraph may be made by an adjudication of a court of competent jurisdiction. All determinations, except those made by

such prior adjudications, shall be made: (1) by a majority vote of a quorum consisting of disinterested Directors of the SRCA (namely directors who are or were not parties to or threatened with any such claim, action, suit or proceeding), or (2) if such a quorum is not obtainable or, even if obtainable, if the quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (3) by the members in like manner to the procedure for amending the SRCA Bylaws. In making a determination, the disinterested Directors may conclusively rely upon an opinion as to facts or law or both, of independent legal counsel selected by them. The termination of a claim, action, suit, or proceeding by judgment, settlement, conviction, or upon a plea of guilty or of nolo contendere or its equivalent shall not of itself create a presumption that the Director, Officer, or employee was negligent or guilty of misconduct in the performance of duty to the SRCA or other corporation or while a Director, Officer, or employee did not act in good faith in what he or she reasonably believed to be the best interests of the SRCA or other corporation, or, in any manner the subject of a criminal action, suit, or proceeding, had reasonable cause to believe that his conduct was unlawful.

C. "Acting in good faith" shall be interpreted as meaning taking actions which are in the best interest of SRCA based upon the known facts at the time of said action(s).

D. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the SRCA to the Director, Officer, employee or their legal counsel prior to the final disposition thereof upon receipt of an undertaking by the Director, Officer, or employee to repay such amount as shall not ultimately be determined to be payable to him hereunder.

E. The rights of indemnification provided hereunder shall not be deemed exclusive of other rights to which any such Director, Officer, or employee now or hereafter may be entitled, shall continue to a person who has ceased to be a Officer, Director, or employee, and shall inure to the benefit of such person's heirs and legal representatives.

ARTICLE 11: DISSOLUTION

A. Dissolution of the SRCA may only occur at a special meeting of the Board of Directors called for that purpose. The entire membership shall have been notified of the time, place and purpose of such a meeting at least 30 days in advance of the meeting. Dissolution may take place only by the approval of the majority of voting members present at said meeting.

B. In the event of the dissolution of the organization, all remaining assets, after payment of its just debts, shall be transferred and conveyed to one or more like-minded nonprofit organizations selected by the Board of Directors which is qualified under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 12: AMENDMENTS

A. These By-Laws may be amended or repealed or new By-Laws may be adopted by the affirmative vote of 2/3 of the Board of Directors at any regular or special meeting of the Board.

B. All changes and amendments to these By-Laws duly adopted by the Board of Directors shall, within 30 days of said adoption, be posted, in full, on the SRCA website.

ARTICLE 13: SEPARABILITY

If any portion of these By-Laws is found to be contrary to the law of the Commonwealth of Pennsylvania, only that portion is to be stricken from the By-Laws.

ARTICLE 14: NUMBERING OF ARTICLES AND SECTIONS

The Board is authorized to number the articles and sections of these Bylaws to correspond with any changes that may be made.

END