

NRCA Bylaws

Article I. Name and Location

Section 1. **Name.** The name of the corporation shall be National Roofing Contractors Association (“NRCA”).

Section 2. **Location.** The location of the principal office shall be as established by the Board of Directors.

Article II. Objectives

Section 1. The objectives of the Association shall be as follows:

- a. To develop the roofing, waterproofing, roof deck and roof system contracting businesses and to improve the interests and welfare of its members.
- b. To establish and secure the use of superior quality of materials and workmanship and, by better public service, contribute to the advancement of the industry in all its branches.
- c. To enable its members to improve their services to their customers.
- 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.
- f. To help its members educate and train their employees.

Article III. Membership

Section 1. **Membership Qualifications.** Membership may be granted to any individual, corporation or other entity that (i) meets the criteria set forth for a category of membership in NRCA; (ii) shares interest in and supports the purposes of NRCA; (iii) abides by these bylaws, the NRCA Pledge of Professionalism, and such other policies, rules, and regulations as NRCA may adopt; and (iv) meets such additional criteria for each category of membership in NRCA as the Board of Directors may establish.

Section 2. **Application.** The NRCA Board of Directors, or its designee(s), shall adopt an application form and procedures to facilitate the consideration of applicants for membership in NRCA. All applicants shall complete and submit the application, along with the designated fee, if any, to NRCA’s administrative office. Applications shall be referred to the Executive Committee for approval, or the Executive Committee may delegate approval authority as deemed appropriate. Qualified applicants shall become members upon notice from NRCA.

Section 3. **Membership Categories.** NRCA shall have the following categories of membership:

- a. **Active Members.** Any established roofing, roof deck or roof system contractor in the United States or its possessions actively engaged in the application of roofing materials, roof systems, waterproofing, roof decks and related sheet metal may be granted Active membership in NRCA. Each corporation or other entity granted Active membership in NRCA shall file with the Chief Executive Officer the name of the individual selected to be its representative in NRCA with the authority to vote on its behalf and hold office. Upon the acceptance of any Affiliated Group (see Article V), the chief staff executive of such group shall have the privilege of one vote, and he or she shall be considered as an Active Member providing that he or she is not otherwise eligible to hold an active membership in the Association.
- b. **Honorary Members.** Honorary membership may be voted by a majority vote of the Executive Committee for such time and with such privileges as the Executive Committee may determine.

- c. **Associate Members.** Any individual, corporation or other entity engaged in the (i) manufacturing and/or supplying of materials, equipment or services used by the Active membership of the Association; or (ii) design, specification or inspection of roofs, roof decks and roof systems may be granted Associate membership in NRCA. The Board of Directors or its designee(s) may, from time to time, establish various categories of Associate membership as well as the dues, benefits, privileges and obligations of such categories. Each corporation or other entity granted Associate membership in NRCA shall file with the Chief Executive Officer the name of the individual selected to be its representative in NRCA with the authority to vote on its behalf and hold office.
- d. **Industrial/Institutional Members.** Firms or institutions that employ the services of Active Members of NRCA and are desirous of being associated with NRCA as Industrial/Institutional Members may do so upon approval of application to the Executive Committee stating their purposes in seeking membership. Dues, benefits, privileges and obligations of Industrial/Institutional Members shall be determined by the Board of Directors or the Executive Committee.
- e. **International Members.** Corporations or other entities engaged in the roofing industry outside of the United States and its possessions that would otherwise qualify for Active membership in NRCA may be granted International membership by the Board of Directors or Executive Committee upon application to NRCA. Dues, benefits, privileges and obligations of International Members shall be determined by the Board of Directors or Executive Committee.

Section 4. **Rights and Duties.** All members shall be entitled to attend the member meetings and social functions of NRCA and serve on its committees, but only Active, International and certain categories of Associate members (as determined by the Board) may vote for the election of Directors (in accordance with Article IX), hold office in NRCA, and serve on the Board of Directors (collectively referred to herein as the “voting members”). Each eligible voting member (or its representative, as applicable) shall have one (1) vote on all matters submitted to the voting members. Notwithstanding the foregoing or anything set forth herein to the contrary, no member of NRCA shall have the right to vote, without limitation, on the amendment of NRCA’s Articles of Incorporation or bylaws or the merger or dissolution of NRCA.

Section 5. **Termination of Membership.** Membership in NRCA shall cease upon lapse of annual dues or withdrawal of the member from active participation in the industry.

Article IV. Revenue

Section 1. NRCA’s revenue shall be derived from dues of members and such other sources as designated by the Board of Directors or Executive Committee.

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

Section 3. NRCA’s fiscal year shall be from June 1 through May 31.

Article V. Affiliated Organizations

Section 1. **Purpose.** Affiliated Organizations may be recognized by the Board of Directors with the objective of furthering the purposes of this Organization, as set forth in Article II, through meetings and conferences, acquaintanceship and discussion, and study by Affiliated Organizations, thus increasing the value of its organization to its members and helping maintain and increase its membership.

Section 2. Membership

- a. The membership of a U.S. Affiliated Organization shall generally consist of, or include, contractors as defined in Article III, Section 3(a), operating as such within the area of the group. For the purpose of affiliation with NRCA, such group shall have within its membership five (5) or more Active Members of NRCA.

- b. The membership of an International Affiliated Organization may consist of roofing contractors, manufacturers or other roofing-related associations.

Section 3. **Application for and Conditions of Affiliation**

- a. A U.S. Organization including contractors as defined in Article III, Section 3(a), which has within its membership five (5) or more Active Members of NRCA, may apply to the Executive Committee of NRCA for affiliation with NRCA. Such application shall indicate the name of the group.
- b. An International Organization that is roofing-related may apply to the Executive Committee of NRCA for affiliation with NRCA. Such application shall indicate the name of the group.
- c. A copy of the Constitution and Bylaws, or other instruments of organization amendments thereto, of such group shall accompany its application for affiliation, together with an up-to-date list of members in good standing.
- d. NRCA shall not be held liable for any obligations or action of any Affiliated Organization.
- e. The Board of Directors or Executive Committee of NRCA may withdraw or modify its recognition of the affiliation of any group that, in their consideration:
 - 1. Ceases to be an active, organized group of roofing contractors
 - 2. Has less than five (5) Active Members of NRCA (U.S. associations only)
 - 3. Becomes otherwise ineligible, as determined by the Board of Directors or Executive Committee in their sole and absolute discretion

Article VI. Officers

Section 1. **Officers.** The officers shall be a Chairman of the Board, Chairman of the Board-Elect, six (6) Vice Chairmen of the Board and the Immediate Former Chairman of the Board (collectively, the “Officers”). The Chairman of the Board, Chairman of the Board-Elect and Vice Chairmen shall be elected by the voting members in accordance with Article IX.

Section 2. **Terms.** The term of the Chairman of the Board shall be for one year. The Chairman of the Board-Elect shall serve a one-year term and shall automatically succeed to the Chairman of the Board. The terms of the Vice Chairmen of the Board shall be for two (2) years, and they shall serve without seniority and without automatic succession to the office of Chairman of the Board. A Vice Chairman of the Board shall not be eligible for re-election to the same office until after an interval of one year after the conclusion of his or her previous term of office. The terms of the Vice Chairman shall be staggered such that three (3) Vice Chairmen of the Board shall be elected annually.

Section 3. **Qualifications.** Every officer nominated shall have served a minimum of one year as a member of the Board of Directors prior to his or her nomination.

Section 4. **Singularity of Office.** A person serving as a director when elected to serve as an Officer surrenders such Directorship upon the date of the assumption of the person’s duties as an Officer and shall continue to serve on the Board by virtue of his or her office for the duration of the term set forth above in Article VI, Section 2.

Section 5. **Duties.** It shall be the duty of the Chairman of the Board to preside at all meetings of the membership, Executive Committee and Board of Directors; to appoint committees not otherwise provided for; and to perform such duties as pertain to the office. He or she may select Vice Chairmen of the Board to serve liaisons in relevant NRCA activities.

Section 6. **Immediate Former Chairman of the Board.** The Immediate Former Chairman of the Board shall serve as an officer of NRCA for a term of one year and shall serve as a member of the Executive Committee.

Section 7. **Resignation and Removal of Officers.** Any Officer may resign at any time by giving written notice to the Chairman of the Board. In addition, any officer may be removed by a majority vote of the persons entitled to elect such officer, whenever, in their judgment, the best interests of NRCA would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an officer or agent shall not of itself create any contract rights.

Section 8. **Officer Vacancies.** In the event of the death, resignation, removal or inability of the Chairman of the Board to serve, the Immediate Former Chairman of the Board shall assume and fulfill the duties of the Chairman of the Board. Vacancies occurring in the office of Vice Chairman of the Board or Chairman of the Board-Elect shall be filled by a majority vote of the Board of Directors upon a recommendation of the Nominating Committee. Officers appointed pursuant to this Section shall hold their position for the remainder of the original term for which they were elected to fill.

Article VII. Board of Directors

Section 1. **Composition, Term and Qualifications.** The Board of Directors shall consist of between thirty-five (35) and forty (40) directors (excluding the Officers), as determined by the Board of Directors on an annual basis. The directors shall be elected by the voting members in accordance with Article IX to serve a three (3) year term in office or until such time as their successors are duly qualified and elected. Officers shall serve on the Board for the duration of their term in office. No director shall be eligible for re-election until after an interval of one (1) year after the completion of his or her previous term of office. To be eligible for election to the Board of Directors, an individual must be an Active Member, International Member (or the representative of such member) or eligible Associate Member (as determined by the Board of Directors) actively engaged in the roofing industry that has been a member of NRCA in good standing for at least one full year prior to nomination. At least eighty percent (80%) of the members of the Board of Directors shall be comprised of Active and International members (or their representatives) at all times.

Section 2. **Powers.** The 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. NRCA's affairs shall be managed by the Board of Directors, which shall have supervision, control, and direction of NRCA, shall determine its policies or changes therein within the limits of these bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. The NRCA Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 3. **Director Vacancies.** Vacancies in the Board of Directors shall remain vacant until the following election.

Section 4. **Resignation and Removal.** Any director not attending two consecutive meetings of the Board of Directors without good cause automatically shall be deemed to have resigned from the Board unless the Board of Directors takes action to grant such director a stay. Any Director may resign at any time by giving written notice to the Chairman of the Board. In addition, any member of the Board of Directors may be removed in accordance with the Illinois General Not For Profit Corporation Act of 1986, as amended (the "Act") by the persons entitled to elect such Director, whenever, in their judgment, the best interests of NRCA would be served by such removal.

Article VIII. Executive Committee

- Section 1. **Composition.** The Executive Committee shall consist of the Chairman of the Board, Chairman of the Board-Elect, six (6) Vice Chairmen of the Board and the Immediate Former Chairman of the Board.
- Section 2. **Authority.** The Executive Committee shall have the authority to perform the business and functions of NRCA in between meetings of the Board of Directors, except as otherwise set forth in these bylaws or the Act, reporting to the Board of Directors any action taken; but the delegation of authority to the Executive Committee shall not operate to relieve the Board of Directors or any individual Officer or member of the Board of Directors of any responsibility imposed by law.
- Section 3. **Voting and Meetings.** All Executive Committee members are entitled to one vote, except the Chairman of the Board, who shall be chairman of the Executive Committee and vote only in case of a tie. A majority of the Executive Committee shall constitute a quorum for the conduct of business at any duly called meeting of the Executive Committee; provided when less than a quorum is present at said meeting, a majority of the members present may adjourn the meeting without further notice. The act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the Executive Committee. The Executive Committee shall meet in person or by conference call upon the request of the Chairman of the Board or a majority of the Executive Committee.
- Section 4. **Action by Written Consent.** Any action requiring a vote of the Executive Committee may be taken without a meeting if a consent, setting forth the action taken, is approved by all the members of the Executive Committee entitled to vote with respect to the subject matter thereof.

Article IX. Nominating Committee and Elections

- Section 1. **Nominating Committee.** The Nominating Committee shall consist of the previous five (5) Former Chairmen of the Board of NRCA who remain Active Members and consent to such service. It shall be the duty of the Nominating Committee to study the qualifications of members in good standing to serve as officers and directors for the ensuing year. Considering qualifications and geographic location, the Nominating Committee shall submit to the membership at the Annual Convention a slate of qualified Officers and Directors. The Chairman shall be the most senior member of the Nominating Committee.
- Section 2. **Election.** The election of Officers and directors shall take place at the Annual Convention. Nominations, in addition to the Nominating Committee slate, may be made by written petition. Such written petition is to be submitted to the current Chairman of the Board twenty-four (24) hours in advance of the scheduled election and must be signed by at least five percent (5%) of the total number of voting members in good standing. Officers shall be elected by a majority of all votes cast and the directors by a plurality vote. Election shall be by paper or electronic ballot, except in the instance of only one nominee for office, when there may be a voice vote.
- Section 3. **Extensions for Force Majeure.** Notwithstanding Section 1 and 2 of this Article IX, Section 1 of Articles VI and VII, and the terms limits set forth in Section 2 of Article VI and Section 1 of Article VII, in the event it is impossible or impractical to have in-person Board meetings and an in-person Annual Convention in a given fiscal year, the Nominating Committee may forgo creation of a slate and may vote, at least twelve (12) days before the Annual Convention to extend the terms of the Officers and directors that are set to expire (the "Extension"). The Extension shall be for a period of one (1) year. Once the Nominating Committee unanimously votes for the Extension, the Nominating Committee shall recommend the Extension to the Executive Committee and Board. In order for the Extension to be effective and adopted, on the first day of the virtual Annual Convention the

Executive Committee will unanimously approve an Extension, together with an affirmative vote by at least 75% of the Board. In the event this Section 3 contradicts any other provision in these by-laws, this Section 3 shall govern.

Article X. Installation of Officers and Directors

Section 1. **Installation.** Officers and directors elected at the Annual Convention shall be installed at the close of the Annual Convention and shall assume the duties of office the following June 1.

Article XI. Member and Board Meetings

Section 1. **Annual.** NRCA's Annual Convention shall be held each year at such places and times and of duration as may be determined by the Executive Committee. NRCA shall hold its annual meeting of voting members during the Annual Convention on such date and at such time as shall be determined by the Board (or its designee(s)).

Section 2. **Special.** Special meetings of the voting members shall be called by the Chairman of the Board on written request of thirteen (13) members of the Board of Directors or thirty percent (30%) of the total number of voting members in good standing.

Section 3. **Notice.** Notice of any annual or special meeting of the voting members shall state the time, date, place, and purpose of the meeting, and shall be delivered not more than sixty (60) and not less than five (5) days prior to the date of such meeting, unless otherwise required by applicable law. The notice of any special meeting shall state the object thereof. No action shall be taken at a special meeting on matters not specified in the notice.

Section 4. **Quorum.** Fifty (50) members in good standing shall constitute a quorum for the transaction of business at any duly called meeting of the voting members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

Section 5. **Manner of Acting.** The act of a majority or more of the voting members present (in person or by proxy) at a duly called meeting of the voting members at which a quorum is present shall be the act of the voting members, unless the act of a greater number is required by law, the Articles of Incorporation, or these bylaws.

Section 6. **Mail/Electronic Voting.** Voting by mail or electronic means shall be permitted for any item of business before the voting members to the full extent permitted by the Act. A mail or electronic vote of the voting members may be called by the Board of Directors.

Section 7. **Regular Meetings of the Board of Directors.** The directors shall hold (i) an annual meeting in advance of the Annual Convention to receive reports by the Chairman of the Board and Chief Executive Officer and conduct the business of NRCA; and (ii) a Midyear meeting after the close of the fiscal year. Written notice, stating the date, time, place and general nature of the business to be conducted shall be sent to all members of the Board of Directors at least ten (10) days prior to the scheduled date of such meeting. Minutes of all Board of Directors meetings shall be furnished to each member of the Board of Directors by the Chief Executive Officer.

Section 8. **Special Meetings.** Special meetings of the Board of Directors may be called by, or at the request of, the Chairman of the Board, or upon a written request to the Chairman of the Board of ten (10) members of the Board of Directors.

Section 9. **Quorum.** A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors; provided that when less than a quorum is present at said meeting, a majority of the voting members of the Board of Directors present may adjourn the meeting to another time without further notice.

- Section 10. **Manner of Acting.** The act of a majority of the voting members of the Board of Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these bylaws.
- Section 11. **Action Without a Meeting.** Any action requiring a vote of the Board of Directors may be taken without a meeting if a written consent, setting forth the action taken, is approved by all of the members of the Board of Directors entitled to vote with respect to the subject matter thereof.
- Section 12. **Meeting by Conference Call.** Any action to be taken at a meeting of the Board of Directors, or any committee thereof, may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these bylaws, any meeting to be held by conference call (whether regular or special) may be held upon a minimum of twenty-four (24) hours prior notice.
- Section 13. **Executive Committee.** The Chairman of the Board shall call such meetings of the Executive Committee as the business of NRCA may require, or a meeting shall be called by the Chief Executive Officer on request of three (3) members of the Executive Committee.
- Section 14. **Notice.** It shall be the duty of all members to keep on file with the Chief Executive Officer of NRCA an email and physical address to which all notices required by the minutes, bylaws, the Act and rules and regulations of NRCA may be sent. The mailing of any such notices of any regular or special meeting to such last known email or physical address shall be sufficient and conclusive notice upon such member.
- Section 15. **Waiver of Notice.** Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened. Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XII. Committees

- Section 1. **Budget and Finance Committee.** There shall be a Budget and Finance Committee, composed of the Chairman of the Board, Immediate Former Chairman of the Board and Chief Executive Officer and such others as may be appointed by the Chairman of the Board and whose terms of service will be at the discretion of the Chairman of the Board. The chairman shall be the Immediate Former Chairman of the Board. The Budget and Finance Committee may cause an audit to be made of all accounts, books, securities, funds and other property in the hands of the Chief Executive Officer and of other officers and committees charged with the receipt and expenditures of monies, and provide a written report to the Board of Directors before the Midyear Meeting. The Budget and Finance Committee shall employ a Certified Public Accountant, not a member of NRCA, who shall make a complete audit of NRCA's books and records at the end of the fiscal year and shall make a written report to the Board of Directors at the Midyear Meeting. The Budget and Finance Committee shall have the responsibility to review the current financial statement and establish a budget to cover the operation of the NRCA during its next fiscal year and submit a report to the Board of Directors at its Midyear Board Meeting.
- Section 2. **J.A. Piper Award Committee.** A committee, composed of the five (5) most recent recipients of the J.A. Piper Award who are able to serve and consent to such service, select the name of an individual who has provided distinguished service to NRCA and/or industry. The committee chairman

shall be the most recent J.A. Piper Award recipient who is willing to serve. A suitable inscribed plaque will be presented to the individual receiving the J.A. Piper Award at the Annual Convention.

Section 3. **Industry Executives Committee.** The Chairman of the Board shall appoint a committee each year composed of representatives from Associate Member firms whose duties shall include making recommendations to the Executive Committee concerning NRCA programs and policies, as it deems appropriate. The committee also shall review and make recommendations to the Executive Committee concerning the role of Associate Members in NRCA.

Article XIII. Executive and Staff

Section 1. **Appointment.** The Executive Committee shall employ a salaried staff head who shall have the title of Chief Executive Officer and whose terms and conditions of employment shall be specified by the Executive Committee.

Section 2. **Authority and Responsibility.** The Chief Executive Officer shall be the chief executive of NRCA responsible for all management functions. He or she shall manage and direct all of NRCA's activities as prescribed by the Executive Committee. He or she shall employ and may terminate the employment of members of the staff necessary to carry on NRCA's work and fix their compensation within the approved budget. As Chief Executive Officer, he or she shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as shall, in his or her judgment, be in the best interest of NRCA.

Article XIV. Indemnification

Section 1. **Indemnification Obligation.** To the extent that a director, officer, committee member, representative or agent of the Association has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 2. **Indemnification Standard of Conduct.**

- a. Except as provided in subsection (d) of this section, the Association may indemnify a person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, committee member, employee, representative or agent of the Association or who was serving at the request of the Association as a director, officer, committee member, employee, representative or agent of another association, corporation or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.
- b. With respect to a retirement plan or employee benefit plan, an officer, director, committee member, employee, representative or agent of the Association who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of the plan, shall be deemed to have acted in a manner "not opposed to the best interests of the Association" as referred to in subsection (a) of this section.
- c. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent does not, of itself, create a presumption that the officer, director, committee member, employee, representative or agent of the Association did not act

in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the Association or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

- d. The Association may not indemnify a person under this Section:
 - 1. In connection with a proceeding by or in the right of the Association in which the director was adjudged liable to the Association
 - 2. In connection with any other proceeding in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

Section 3. **Determination of Indemnification.** Any indemnification under Section 2 (unless ordered by a court) shall be made by the Association only as authorized in the specific case, upon a determination that indemnification of the director, officer, committee member, employee, representative or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 2. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or, if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 4. **Advancement of Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, committee member, employee, representative or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article.

Section 5. **Insurance.** The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, employee, representative or agent of the Association, or who is or was serving at the request of the Association as a director, officer, committee member, employee, representative or agent of another association, corporation or other enterprise against any liability asserted against such person in any such capacity or arising out of his or her status as such whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

Section 6. **Definitions.** As used in this Article, the term:

- a. "Association" means the National Roofing Contractors Association ("NRCA") and all corporations managed or organized by NRCA, including the National Roofing Legal Resource Center, the National Roofing Foundation and the National Roofing Services Corporation.
- b. "Officer," "director," "committee member," "employee," "representative" and "agent" shall include, unless the context requires otherwise, the estate or personal representatives of an officer, director, committee member, employee, representative or agent of the Association.
- c. "Expenses" shall mean all reasonable expenses, including attorneys' fees, reasonably incurred in connection with a threatened, pending or completed action, suit or proceeding and shall cover the costs of establishing and maintaining an effective legal defense for the officer, director, committee member, employee, representative or agent of the Association, including investigatory costs and costs associated with appeals.
- d. "Liability" means the obligation to pay a judgment, settlement, penalty or fine (including an excise tax assessed with respect to an employee benefit plan).
- e. "Party" includes an individual who was, or is, threatened to be made a named defendant or respondent in a proceeding.

- f. "Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

Section 7. **Incorporation of Statute.** Notwithstanding anything herein to the contrary, the provisions of 80 ILCS 105/108.75 are hereby incorporated herein by this reference and are controlling.

ARTICLE XV. Amendments

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at any regular or special meeting of the Board of Directors provided that at least ten (10) days written notice is given to the full Board of Directors of the intention to alter, amend, or repeal and to adopt new bylaws at such meeting.

ARTICLE XVI. Electronic Communication

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these bylaws may be taken or transmitted by e-mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by e-mail or other electronic means.

ARTICLE XVII. Dissolution

NRCA shall use its funds only to accomplish the objectives and purposes specified in the bylaws and no part of said funds shall inure or be distributed to NRCA's members.

In the event of the dissolution of NRCA, the Board of Directors shall, after paying or making provision for the payment of all of NRCA's liabilities, dispose of all of the remaining assets of NRCA (except any assets held by NRCA upon condition requiring return, transfer, or other conveyance in the event of dissolution, which assets shall be returned, transferred, or conveyed in accordance with such requirements) exclusively for the purposes of NRCA in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of NRCA is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.