

# **Miami Valley Chapter of the National Association of the Remodeling Industry**

## **By-laws**

(Revised May 2009)

### **Article I – Name**

- 1) The name of this organization shall be the Miami Valley Chapter of the National Association of the Remodeling Industry, hereinafter referred to as MVNARI.
- 2) The territory of MVNARI shall consist of the nine counties surrounding and including Montgomery County, Ohio.
- 3) The principal office of the Association shall be located at such place as the Board of Directors may designate. Other offices may be established in such localities as may from time to time be determined by the Board of Directors, hereinafter referred to as the Board.

### **Article II – Definition and Purposes**

- 1) The home improvement/light commercial remodeling industry, hereinafter referred to as the industry, is defined to include those manufacturers, contractors, lenders, wholesale distributors, utilities, publishers, and other firms, associations, and individuals having a direct interest in the industry.
- 2) The purposes of the Association shall be:
  - a. To promote the common business interests of those engaged in the industry.
  - b. To encourage ethical conduct, good business practices and professionalism in the industry.
  - c. To foster cooperative action in advancing, by all lawful means, the common purposes of its members.
  - d. To sponsor educational programs and activities for the benefit and enlightenment of its members.
  - e. To conduct programs to inform the public of the need for, and the advantages of, maintaining homes and buildings in good condition, and to thereby improve the nation's housing and building industry.
  - f. To promote such legislation and regulations, which can help to stimulate remodeling, and to promote corrective action for those laws, rules or regulations, which tend to discourage, stifle or impede the industry.
  - g. To stimulate awareness of the need and desirability for remodeling and maintenance of residential and commercial structures.
  - h. To support and encourage other agencies to train a skilled labor force for the industry.
  - i. To conduct or engage in all lawful activities in furtherance of the foregoing purposes or incidental thereto.

### **Article III – Code Ethics**

Members of MVNARI shall agree to comply with the NARI Code of Ethics, the text of which shall be:

- 1) Each member of the National Association of the Remodeling Industry is pledged to observe high standards of honesty, integrity and responsibility in the conduct of business;
- 2) By promoting only those products and services which are functionally and economically sound, and which are consistent with objective standards of health and safety;
- 3) By making all advertising and sales promotion factually accurate and avoiding those practices which tend to mislead or deceive the customer;
- 4) By writing all contracts and warranties such that they comply with federal, state and local laws;
- 5) By promptly acknowledging and taking appropriate action on all customer complaints;
- 6) By refraining from any act intended to restrain trade or suppress competition;
- 7) By attaining and retaining insurance as required by federal, state and local authorities; and
- 8) By attaining and retaining licensing and/or registration as required by federal, state and local authorities.

### **Article IV – Membership**

1. Any company or person interested in the advancement or well being of the home improvement industry is eligible to make application for membership in the association and they shall include:
  - a) General home improvement contractors, contractor defined as a company or individual whose primary business is that of contracting, and directly engaged with the property owner for certain repairs or remodeling, who assumes complete responsibility for the work as contracted and whose name appears on each contract as prime contractor, meeting all membership qualifications stated in these By-laws.
  - b) Utility companies, wholesalers, suppliers, dealers, and retailers of products or services designed for or used in the home improvement industry.
  - c) Companies or institutions engaged in financing home improvement work.
  - d) Sub-contractors whose business is contracting with general home improvement contractors.
2. To be eligible for voting membership, an applicant shall have been actively engaged in the industry for at least one year prior to the date of application, shall have been acting in conformity with the Association's Code of Ethics, and shall agree to comply with the Association Bylaws.

3. Each Member, whether individual, company or corporation, shall appoint to MVNARI's local office a member or an officer to be its representative in MVNARI and who shall represent, vote and act for the member in all affairs for the organization, including the holding of office therein.
4. The procedure and process for application for membership shall be designated by the Board of Directors from time to time, and defined in the Miami Valley NARI Policies.
5. Each application shall be subject to acceptance by the Board of Directors. Applicant shall be rejected in the event that there are five or more opposing votes.
6. Any member who shall fail to pay his dues within sixty (60) day after maturity, after notice of delinquency by the local office, shall be suspended.
7. Any member who shall be guilty of conduct in violation of the MVNARI By-laws or the Code of Ethics shall be subject to expulsion by the action of the vote of 2/3's of the Board of Directors.
8. Resignations shall be made in writing to the local office, but if resignation is made after a member becomes delinquent in payment of dues, he shall not be relieved of liability for payment.
9. Honorary membership may be extended by majority vote of the Board of Directors.

#### **Article V – Dues**

1. The calendar year of the MVNARI shall be from January 1 to December 31 and all membership dues will be applied according to an anniversary date designated upon acceptance to membership.
2. The amount of annual dues shall be fixed by the Board of Directors.

#### **Article VI – Board of Directors and Officers**

1. The government of MVNARI shall be vested in the Board of Directors which shall have full direction of its affairs.
2. The Board of Directors shall consist of members in good standing.
3. Term of Office – Officers shall serve a term of one (1) year. The officers shall be the President, Vice-President, Secretary and Treasurer.
4. The Officers and Directors shall take office on January 1 each year.
5. A board member may be suspended or expelled if he or she misses three consecutive board meetings unless just cause is given.

6. When six (6) voting board members are present at a duly called Board of Directors meeting, a quorum shall be achieved regardless of the total board members serving at the time.

### **Article VII – Duties of Officers**

1. The President shall preside at general meetings of the association, perform all customary duties incident to his office and recommend such action as he may deem likely to increase the usefulness and prosperity of the association. He shall be an ex-officio member of all committees.
2. The First Vice President shall act in the absence of the President.
3. The Treasurer shall direct the receipt and disbursement of funds of the association and direct the prompt deposit in its name of all monies of the association in a bank designated by the Board of Directors. He shall direct the keeping of proper and accurate records of income and expenditures, signing of checks and make reports to the Board of Directors. The board may require a bond in such amount and upon such conditions as it may determine for faithful performance of the Treasurer's duties. Cost of the Bond is to be paid for by the association.
4. It shall be the duty of the Secretary to direct the collection and keeping of information of value to members of the Association, conduct the official correspondence and maintain accurate record of the proceedings of the Association of the Board of Directors. He shall perform such other duties as may be incident to his office, subject to the direction of the Board of Directors.
5. An Executive Director may be appointed by the Board of Directors to serve at its pleasure. His remuneration shall be determined by the board. It shall be his duty to give notice of and attend all meetings. In addition, the board may assign other duties. The Executive Director shall be an ex-officio member of all committees and shall assist the Secretary in his duties. He is paid at the discretion of the Board of Directors and in an amount determined by it.

Compensation and Reimbursement – No elected officer or director shall receive any salary or other compensation for service as an officer or director, but the Board may authorize full or partial reimbursement of expenses incurred in the performance of their duties, subject to budget allocations and limitations and in accordance with procedures for approval and payment of such expenses as defined in the Miami Valley NARI Policy.

Conflict of Interest – A conflict of interest transaction is a transaction within the Association or considered by the Board in which a director or officer has a direct or indirect interest. A conflict of interest transaction is not voidable on the basis for imposing liability if the transaction:

- a. was fair to the Association at the time it was entered into; and
- b. approved by a majority vote of the Board after material facts were disclosed to or known by the Board; and
- c. the director or officer has not taken part in the discussion leading to the vote, unless requested to do so, or in the vote itself.

## **Article VIII – Committees**

1. The President shall appoint the following standing committees and such other committees as he shall determine to be necessary to carry out the wishes of the association and its Board of Directors: Membership, Finance & Budget, Complaint Review, Public Relations, Legislative, Home Show, Advertising Oversight, Strategic Planning, Nominating, Awards, Outreach, Education, Networking-Social and any others he may deem necessary.
2. It shall be the duty of the Membership Committee to secure new members and to pass on all applications for membership and to submit them to the Board of Directors with approval or disapproval indicated.
3. It shall be the duty of the Finance & Budget Committee to audit the annual report of the Treasurer and to make such as recommendations to the Board of Directors for expenditures as it may deem advisable in the best interests of the association.
4. It shall be the duty of the Complaint Review Committee to receive and consider charges of violation of the MVNARI By-laws or the MVNARI Code of Ethics, which may be brought, in writing by members of the public or MVNARI. After investigations, which shall include consultation with the member involved in the charges, this Committee must make a recommendation of action to the Board of Directors. The Committee shall endeavor to accomplish an agreeable settlement through channels of arbitration, where this is deemed advisable, before making its recommendations to the directors.
5. All standing committees and special committees shall report their proceedings at meetings of the Board of Directors when requested to do so by the President or Chairman of the Board.

## **Article IX – Elections**

1. Composition – The Board of Directors shall consist of twelve (12) individuals. The members of the Board shall include of the officers of the Association, the Chairman of the Board and seven (7) directors.
2. Term of Office – Directors shall serve for a term of two (2) years, inclusive of any time during which they serve as an officer. Officers shall serve a term concurrent with their office.
3. Re-Election – No director shall serve more than three (3) consecutive terms as a director. No Officer shall serve more than two (2) consecutive terms in the same position.
4. Nominations – The Nominating Committee shall consist of the Chairman of the Board, a nominating Committee Chair appointed by the president, two members at-large (selected by the Nominating Committee Chair) and one current Board member selected by the Board of Directors (five (5) total members). The Nominating Committee shall present one nominee for each seat on the Board which is vacant or is expected to be vacant.

The Committee shall notify the regular membership, in writing (or via the association's newsletter), of its selections not less than (60) days prior to the next election date. For thirty (30) days following the Nominating Committee's submission of its recommendations, the regular membership shall be allowed to make nominations by submitting petitions to the Nominating Committee. Any member nominated by petition of five percent (5%) of the regular membership shall be placed on the ballot.

Election ballots shall indicate those nominees recommended by the Nominating Committee and those recommended by the position of the regular members. The Nominating Committee shall conduct an election by mail ballot to the last recorded address, or electronically by emailing to the last known email address in which each regular member will have one vote to cast for each position of officer and director. Candidates receiving the highest number of votes for each office shall be declared elected. If however, no nominations are made by petition, the Secretary shall cast a unanimous ballot for the candidates of the Nominating Committee.

5. Vacancies – Any vacancy occurring on the Board of directors between elections, shall be filled by a majority vote of the Board of Directors. The Director or Officer so elected shall serve the unexpired term of his or her predecessor.

#### **Article X – Suspension or Expulsion of Members**

1. Any member may be suspended or terminated for cause, other than nonpayment of dues, by a two-thirds affirmative vote of a quorum of the Board of Directors present at any meeting. Sufficient cause shall be; violation of the Bylaws, Code of Ethics, or any lawful rule or practice duly adopted by the Board of Directors, or for any other conduct prejudicial to the interests of the Association. For any cause, other than nonpayment of dues, a vote for removal of a member shall occur only after the member has been advised of a grievance filing, and has been given reasonable opportunity for defense in accordance with the Association's Grievance Procedure as defined in the Miami Valley NARI Policy.
2. Suspension is defined as a member's temporary loss of voting privileges.

#### **Article XI – Indemnification and Insurance**

1. Indemnification – The Association shall indemnify to the fullest extent permitted by law, any Member representative or corporation of Miami Valley NARI in good standing and their Directors, Employees, Shareholders and Agents, against any and all actions, suits and proceedings, whether civil, criminal, administrative or investigative brought by reason of the fact of his service to the Association, whether in a paid or volunteer capacity.
2. Insurance – the Association shall maintain insurance at its expense to protect itself and any Member representative or corporation of Miami Valley NARI in good standing and their Directors, Employees, Shareholders and Agents against any such expense, liability or loss.

### **Article XII – Amendments**

1. These By-laws may be amended or altered by a two-thirds vote of those present at any regular or special meeting of the proposed change shall have been distributed by mail or electronic mail to each member at least two weeks prior to such meeting.
2. All proposed amendments to these By-laws shall first be approved by the Board of Directors.

### **Article XIII – Parliamentary Procedures**

1. Roberts Rules of Parliamentary Procedure shall govern all meetings of the MVNARI.