

# NARI Pacific NW Bylaws

## **NARI Pacific NW Bylaws** Amended and Restated – December \_\_, 2019

### **ARTICLE I – NAME AND LOCATION**

1. The name of the organization shall be NARI Pacific NW, hereinafter referred to as the Association.
2. The principal office of the Association shall be located within the state of Oregon.
3. The Association shall be incorporated as a not-for-profit corporation in the State of Oregon as classified under Section 501(c)(6) of the Internal Revenue Code of 1986.
4. Charter issued by the National Association of the Remodeling Industry (NARI) shall determine the geographical area covered by the Association.

### **ARTICLE II – DEFINITION AND PURPOSE**

1. Definition  
The Association shall serve members of the residential/light commercial remodeling industry, hereinafter referred to as the “Industry”, and is defined to include those contractors, manufacturers, lenders, wholesale distributors, retailers, utilities, and other firms and individuals having an interest in the Industry.
2. Purpose
  - 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, by all legal 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 thereby improve the housing and building inventory of the community.
  - f. To promote such legislation and regulations which can help stimulate remodeling and promote corrective action for those laws, rules, or regulations which tend to 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 workforce for the Industry.
  - i. To conduct or engage in all lawful activities in furtherance of the stated purposes or those incidental to them.
3. Member Agreement  
Members shall pledge themselves to observe the highest standards of integrity, frankness, and responsibility in dealing with the public:
  - a. By encouraging only those home improvement projects which are structurally and economically sound.
  - b. By making, in all advertising, only those statements which are accurate and free of the capacity to mislead or deceive the consumer.
  - c. By requiring all sales persons to be accurate in their description of products and services.
  - d. By writing all contracts so that they are unambiguous and fair to all parties concerned.
  - e. By promptly fulfilling all contractual obligations.

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- f. By performing all work in a manner compatible with recognized standards of public health, safety, and applicable laws.
- g. By adhering to the NARI Code of Ethics.

### ARTICLE III – MEMBERSHIP

#### 1. Categories of Membership

- a. Memberships are held by companies, rather than individuals, except in the case of independent honorary members, students, or retired members, who will be considered “Members” for the purpose of this Agreement.
- b. Membership shall be open to the following categories, located in the territorial jurisdiction of the chapter:
  - i. Contractor – both general and specialty;
  - ii. Associate – suppliers, vendors, and others with an interest in the Industry;
  - iii. Honorary – those persons, firms, or educational institutions elected by the Board of Directors to honorary membership status in the Association;
  - iv. Student – Students enrolled in construction, remodeling, or design courses;
  - v. Retired Member- Members who consider themselves retired at the time of application for retired membership. Must have had one year or more of NARI membership to be considered for retired member status.

#### 2. Eligibility

To be eligible, an applicant for admission to Membership shall:

- a. Submit an application to become a member to the Executive Director accompanied by one year’s dues;
- b. Have been actively engaged in the Industry for at least one year prior to date of application;
- c. Have been conducting its business in conformity with the NARI Code of Ethics;
- d. Agree to comply with the Association Bylaws;
- e. (For Contractors) Hold an active State of Oregon or State of Washington contractor’s license.

A business with less than one year of history in the Industry may be eligible for membership if a/an:

- f. Principal(s) of the new business was previously a Principal(s) of a NARI member firm, or an Executive with a business which would be eligible for membership as indicated above.

#### 3. Admission

The Board of Directors shall admit Members as provided for in these bylaws by affirmative vote of a majority of the Board of Directors. The effective date of membership shall be the first day of the month in which a Member is approved.

#### 4. Affiliation

All Members of the Association, with the exception of Honorary Members and Student Members, shall also be Members of the National Association of the Remodeling Industry (NARI).

#### 5. Voting Rights

Each Member shall be entitled to one vote on each matter submitted to a vote of the Members. Honorary Members and Student Members have no voting privileges.

#### 6. Termination of Membership

Membership in the Association shall cease when a person or firm leaves the Industry or fails to pay the required dues. Termination for any other cause shall occur only by action of the Board of Directors, when the NARI Grievance Procedure has been followed.

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7. Resignation  
Any Member may resign by filing written notice to the Secretary. However, such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments, or other charges owing and unpaid, nor shall it entitle the Member to a refund of any dues previously paid.
8. Reinstatement  
A Member may be reinstated upon proof of eligibility and the payment of any dues, assessments, reinstatement fees, or other obligation to the Association.
9. Dues  
The Board of Directors shall fix by resolution annual dues for Members. Payment of dues by Members will be in advance, are non-refundable, and shall be a condition precedent to membership in good standing and for the continuation of membership. Any membership whose dues remain unpaid for more than 60 days after the end of an individual dues year shall be cancelled, and, in addition to the other requirements set forth in these bylaws, shall not be eligible to serve in any elected or appointed capacity for the Association. Any changes in dues or assessments shall be mailed to all Members with an effective date of no less than thirty (30) days from the date of the notice. This requirement of notice may be fulfilled by printing of the notice in an Association publication.

### ARTICLE IV – MEMBERSHIP MEETINGS

1. Annual Meeting  
There shall be an Annual Meeting of the Association each year at such time and place as the Board of Directors designate. The meeting will be held for the purpose of electing the Officers and for the transaction of such other business as may come before the meeting.
2. Regular Meetings  
There shall be a minimum of six (6) regular membership meetings each calendar year at such times and places as designated by the Association.
3. Special Meetings  
Special meetings of the Association may be called by the President, the Board of Directors, or on written request by twenty-five percent (25%) of the Association Members. Notice of any special meeting shall state the reason for the meeting and no other business shall be transacted at such meeting.
4. Notices  
Notice of the Annual Meeting shall be by mail, fax, or electronic communication to each Member at least thirty (30) days in advance. Notice of a regular or special meeting shall be by mail, fax or electronic communication to each Member at least seven (7) days in advance.
5. Quorum  
At any duly called meeting of Members, a quorum shall consist of ten percent (10%) of the Association Members entitled to vote, present in person. Voting by proxy is prohibited. Unless otherwise required by statute or these bylaws, a majority vote shall be required for the adoption of any matter presented for a vote. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting without further notice.

**ARTICLE V – BOARD OF DIRECTORS**

1. General Powers

The affairs of the Association shall be managed by its Board of Directors, hereinafter referred to as the “Board”, who shall determine its policies and procedures, its publications, and its public positions. The Board shall be the interpreter of these bylaws and of Association policies and may consult counsel for advice in such interpretation. Officers and Directors shall make up the members of the Board. Eligible members of the Board shall come from current, active Members. The membership of the Board shall include at least one (1) Contractor Member and one (1) Associate Member each year.

2. Election and Term of Office of Officers and Directors

- a. Board: The Board of Directors shall be elected by Members of the Association by majority vote at the Annual Meeting and consist of:
  - i. Officers: President, President-Elect, Secretary, Treasurer, and Immediate Past President, and
  - ii. Directors: No less than four (4), but no more than seven (7) Directors.
- b. Each Officer and Director shall take office on the first day of January and shall serve their full term, or until his/her successor shall have been elected and qualified.
- c. No Member may have more than one representative on the Board at the same time.
- d. The President, President-Elect, and Immediate Past President positions shall be one-year terms. The remaining positions on the board shall serve two-year terms, so as to continually stagger a portion of the seats.
- e. No Board member having held an office for two (2) successive terms shall be eligible to succeed himself/herself in that same office.
- f. Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining Board members, even if less than a quorum. A Board member appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor.
- g. Any Officer or Director who fails to attend three (3) regular or special meetings of the Board, may be removed from the Board by the affirmative votes of two-thirds (2/3) of the Board at any meeting where a quorum is present. With the exception of removal for non-attendance, no Officer or Director shall be removed except by an affirmative vote of a majority of the Association Members entitled to vote.

3. Meetings

There shall be a minimum of six (6) regular Board meetings each calendar year at such times and places as it may determine. Notice of each meeting of the Board shall be given to each Board member personally or by mail, fax or electronic communication at least seven (7) days in advance. All Board meetings are open to the chapter Members.

4. Special Meetings

Special meetings of the Board may be called by the President or at the request of any three (3) Board members, or twenty (20) non-board Members entitled to a vote. Notice of special meetings shall be given at least two (2) days prior to the meeting by mail, fax or electronic communication and shall state the day, hour and place of the meeting. The notice shall further state the purpose of such special meeting and no other business shall be discussed. The attendance by any Board member at any special meeting shall constitute a waiver of notice of such meeting.

5. Quorum

A majority of the Board, present in person, shall constitute a quorum for the transaction of its business at any meeting of the Board. Board members may not vote by proxy. If less than a quorum is present, a majority of the Board present may adjourn the meeting without further notice.

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6. Manner of Acting  
The act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute or these bylaws.
7. Action Without a Meeting  
Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Board members. Such consent shall have the same force and effect as a unanimous vote.
8. Compensation and Expenses
  - a. Board members shall not receive any compensation for their service, but the Board may authorize reimbursement for reasonable and necessary expenses incurred by Board members in fulfilling their responsibilities.
  - b. The Association may reimburse Board members or their alternates for expenses incurred in connection with the performance of their duties.
9. Conflicts of Interest
  - a. A conflict of interest transaction is a transaction with the Association in which a Board member of the Association has a direct or indirect interest.
  - b. A transaction in which a Board Member of the Association has a conflict of interest may be approved if:
    - i. In advance of the vote of the Board of Directors or a committee of the Board of Directors if the material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors; or
    - ii. If the material facts of the transaction and the Board member's interest were disclosed or known to the Members and they authorized, approved, or ratified the transaction.
  - c. The Board member with the conflict of interest will abstain from voting on the transaction.

### **ARTICLE VI – BOARD MEMBER DUTIES**

In general, Board members of the Association shall ensure the following activities occur in a timely manner on behalf of the Association: the issuing of notices of Annual Meetings, maintenance of the membership roll, assurance that legal and other critical records of the Association are preserved in the archives, the filing of reports of the corporation as may be required by law, the collecting and receipt of all monies due to the Association, the prompt payment of any financial obligations, the annual filing of tax returns as required by the State and Internal Revenue Service, and the preparation of an annual budget for approval by the Board at its first meeting of each fiscal year.

1. Executive Committee
  - a. The Executive Committee shall consist of the Officers of the Board: President, President-Elect, Secretary, Treasurer, and Immediate Past President.
  - b. The roles of the Executive Committee are to:
    - i. act for the Board in between regular Board meetings, and in accord with any other directives given by the Board;
    - ii. act as the Personnel Committee in the hiring and assessment of the Executive Director, and in setting Personnel Policies;
    - iii. identify potential leaders for Board consideration;
    - iv. act as the official entry point for evaluation of new partnerships and new initiatives with strategic importance to the Association;
    - v. provide direction and assistance by acting in an advisory capacity for the Association in executing new partnerships and initiatives.

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### 2. President

- a. He/She shall be the principal elected officer of the Association. He/She shall preside at all meetings of the Board and the Members. He/She may sign, with one (1) other officer or the Executive Director, any deeds, mortgages, contracts, or other instruments which have been authorized by the Board, except in those cases where the signing and execution thereof has been delegated by the Board, these bylaws or by statute to some other officer or agent of the Association.
- b. He/She shall appoint all committees and task groups with the approval of the Board and shall be ex-officio member of all committees and task groups except the Nominating Committee. He/She shall, in general, perform all duties incident to the office of President.

### 3. President-Elect

He/She shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He/She shall also generally assist the President, perform all duties as may be assigned by the President or Board. It is presumed that the President-Elect will assume the position of President for the next elective term.

### 4. Secretary

He/She shall attend all meetings of the Board and shall record, or cause to be recorded, all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all special meetings of the Board in accordance with the provisions of these bylaws, or as required by law, and shall perform such other duties as may be prescribed by the Board or the President, under whose supervision the Secretary shall be.

### 5. Treasurer

The Treasurer shall have charge and custody of the funds and securities of the Association. He/She shall ensure the prompt deposit of all monies in the name of the Association in such banks or depositories as may be designated by the Board. He/She shall report the financial condition of the Association to the Board at each of its meetings, to the Members at the annual meeting, and at such other times as requested to do so by the President or the Board.

### 6. Immediate Past President

He/She is to act in an advisory capacity to the Board and perform all related advisory duties as assigned by the Board. He/She shall, in the absence or disability of the President and the President-Elect exercise the powers and perform the duties of the President. He/She shall also generally assist the President and President-Elect in a cohesive and triad arrangement and perform such other duties as assigned.

### 7. Directors

Four (4) to seven (7) Directors shall be elected, and with the Officers, carry out or ensure completion of the various functional operations for the Association. These may involve internal, education, outreach, or networking tasks. Individually, each Director and Officer shall coordinate the work of its respective task groups. The Directors shall perform all duties incident as a trustee for the Association.

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8. Appointed Officer – Executive Director; Ex-Officio
  - a. The Board may hire an Executive Director, who shall be the chief administrative officer of the Association and who shall report to the Board. He/She shall perform all such duties as may be prescribed by the Board in an *Executive Director Job Description*. He/She shall have the authority, subject to budget limitations, to hire such other employees as may be necessary to maintain the records and carry out the work of the Association. Such employees shall report to and be supervised by the Executive Director.
  - b. The Executive Director does not have voting rights.

### ARTICLE VII – NOMINATIONS OF OFFICERS AND DIRECTORS

1. Nominating Committee
  - a. There shall be a Nominating Committee of no less than two (2) Directors appointed by the President at least sixty (60) days prior to the Annual Meeting of the Association.
  - b. The Nominating Committee shall name a qualified nominee for each Officer: President, President-Elect, Secretary, Treasurer, and each open Director position. It shall ensure that each nominee has been contacted and agrees to serve if elected.
2. Member Notification

At least thirty (30) days prior to the Annual Meeting of the Association, the Board shall ensure a proposed list of board nominees prepared by the Nominating Committee is mailed, faxed or emailed to all Association Members for any comments or further nominations. Such further nominees shall be contacted by the Nominating Committee to determine their qualifications and willingness to serve if elected.
3. Slate of Candidates

The current Board shall recommend the officer and director nominees from the Nominating Committee's slate and from any further nominations as outlined above. The slate will be presented to the Membership at the Annual Meeting.

### ARTICLE VIII – CONTRACTS, CHECKS, DEPOSITS, FUNDS

1. Contracts

The Board may authorize any Officer, agent, or employee of the Association, in addition to the Officers so authorized by these bylaws, to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

The Association is not liable for any contracts or instruments signed on behalf of the Association by an unauthorized Member or party. No Member will be allowed to contract any liability on behalf of the Association without the express consent of the Executive Director and one (1) Officer. No unauthorized Member shall open, create, or otherwise establish any financial account that bears the NARI name or logo.
2. Checks and Funds

All checks, drafts, or orders for the payment of money, notes, or other such evidence of indebtedness issued in the name of the Association, shall be signed by any two (2) of the following: Treasurer, President, President-Elect, or Executive Director.
3. Deposits

All funds of the Association shall be deposited to the credit of the Association in such banks or depositories as the Board shall select.

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### 4. Gifts

The Board may accept, on behalf of the Association, any contribution, gift, bequest or devise for the general or any special purpose of the Association.

## **ARTICLE IX - FISCAL YEAR**

The fiscal year of the Association shall follow the calendar year.

## **ARTICLE X – BOOKS AND RECORDS**

### 1. Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the official proceedings of its Members, Board and committees having any authority of the Board. It shall keep at its registered or principal office a record of the names and addresses of the Members entitled to vote. All books and records of the Association may be inspected by any Member, or his agent or attorney, for any proper purpose at any reasonable time.

### 2. Annual Examination

The financial records of the Association shall be examined annually by a professional retained for such purpose. The Treasurer and the Executive Director shall be responsible for providing all pertinent documents. A report of such examination shall be made to the Board and shall be retained as part of the permanent records of the Association.

## **ARTICLE XI – VOTING and PARLIAMENTARY AUTHORITY**

### 1. Consensus

Business of the Board shall be conducted in a collegial manner and agreement on non-controversial issues shall be approved through consensus.

### 2. Policy and Fiscal Decisions

All decisions that relate to policies and finances, and where the law of the State applies shall be conducted in accordance with the most current edition of Robert's Rules of Order.

## **ARTICLE XII- INDEMNIFICATION**

### 1. Indemnification

The Association shall indemnify, to the fullest extent provided by law, any Officer, Director, employee, agent, or volunteer, who was or is made party to any action suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he/she, or a person of which he is the legal representation, is or was, a Director, Officer, employee, agent or volunteer of the Association, or is or was serving at the request of the Association in any official or informal capacity.

### 2. Insurance

The Association, at its expense, may maintain insurance to protect itself and any such Officer, Director, employee, agent, or volunteer against any liability or loss in connection with their service to the Association.

## **ARTICLE XIII – DISSOLUTION**

Upon dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, philanthropic or trade organization to be selected by the Board. No part of said funds shall inure to or be distributed to the Members, Officers or Directors of the Association.



**ARTICLE XIV – NATIONAL AFFILIATION**

The board of directors may establish an affiliation between the Association and any other chapter and an international, national, regional, or local trade association. If a conflict between bylaws exists, these bylaws take precedence over all others.

**ARTICLE XV – WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Oregon NonProfit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Association, a 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 XVI – HEADINGS**

The headings contained in these bylaws are for convenience only and shall not in any way affect the meaning or interpretation of these bylaws.

**ARTICLE XVII – AMENDMENTS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board of Directors, with the approval of a majority of the Association Members entitled to vote, present at any regular meeting or at any special meeting at which a quorum is present, if written notice is given of the intention to alter, amend, or repeal or to adopt new bylaws and a copy of the proposed change(s) have been communicated in writing to each of the Members not less than ten (10) days prior to the meeting.