

BOARD OF DIRECTORS REFERENCE MANUAL

This manual describes the duties and responsibilities of the RCAT Executive Committee, Board Members, and Committees, and includes the RCAT By-Laws as well as all policies and procedures that have been approved by the Board of Directors

TABLE OF CONTENTS

Page 2	Introduction to RCAT
Page 3	RCAT Organizational Chart
Page 4	RCAT Board Meetings
Page 6	Roles and Responsibilities <ul style="list-style-type: none">-Board of Directors-Officers of the Board-Executive Committee-Executive Director-Committee Chairs
Page 8	RCAT Committees
Page 9	RCAT Past Presidents Council
Page 10	RCAT Conference Advisory Council
Attachment 1	Anti-Trust Guidelines
Attachment 2	RCAT Code of Ethics
Attachment 3	RCAT By-Laws
Attachment 4	RCAT Operations, Policies and Procedures Manual (currently under update)

INTRODUCTION

WHO IS RCAT?

Founded in 1975, the Roofing Contractors Association of Texas (RCAT) is a statewide trade association of roofing and waterproofing contractors. This group of professionals collectively represents the voice of the roofing and waterproofing industry in Texas.

RCAT is an active, progressive, living organization of members with a common interest and similar purpose in the business world. Through its many committees and specialty teams, there is a constant development of new ideas for programs and services. RCAT programs and services are, in most cases, vital to the successful operation of its member companies. Only because of its active leaders and interested members has RCAT enjoyed such a healthy and amazing growth over the last 45 years!

WHAT IS RCAT'S PURPOSE?

RCAT's purpose is to help its members to operate successfully in the Texas roofing and waterproofing industry. This help takes all shapes and forms, but in broad terms it includes continuing education, technical research, government relations, public relations, and consultation on specific areas of concern affecting the industry.

RCAT's main responsibility is to continue developing new programs to help its members keep pace with the times and ever-changing roofing industry. One of your responsibilities as a Board of Director is to screen the many new ideas that will be brought before RCAT's Board in order to make sure that your Association fulfills its purpose to the very best of its ability.

RCAT'S MISSION

RCAT's mission is to help its members operate successfully by providing continuing education, industry contacts and networking, a forum for governmental and public relations and consumer awareness.

RCAT'S GOALS

RCAT strives to further the success of its members through the following list of established goals:

- Providing continuing education through regular programs and the annual conference and trade show.
- An effective legislative program in Texas for the roofing industry.
- The RCAT License Roofing Contractor Program.
- An active consumer awareness program.

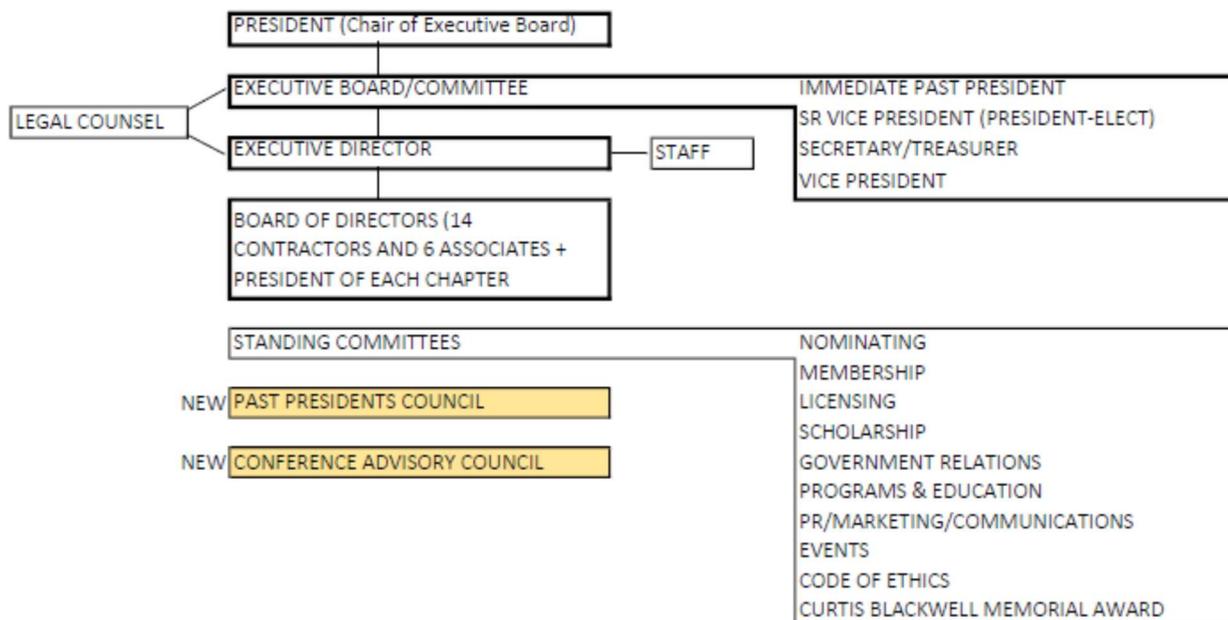
HOW DOES RCAT FUNCTION ORGANIZATIONALLY?

The Board of Directors is the policy setting arm of the Association and operates in accordance with the By-laws and a rather large Board. We are at full strength with 25 Board Members, plus, the President of each active Chapter also sits on the Board. This gives RCAT excellent representation from all areas of the state and from various types and sizes of contractor member firms. This cross section of representation is valuable in policy determinations that will affect the entire industry.

The Board of Directors is structured to reach its goals and control the direction of its affairs through specific Committees, Councils and regional Chapter roles. The Board is to be provided updates of the activities of each of the RCAT Committees, Councils and Chapters during quarterly meetings and will help determine whether or not these various bodies within the Association are performing services effectively for the Association, members and the industry.



RCAT ORGANIZATIONAL CHART



DIRECTOR INDEMNIFICATION

RCAT shall purchase Directors & Officers liability insurance coverage on behalf of each Board of Director. Board members will be protected from personal liability for civil damages arising from acts performed in their official capacity to the extent of the association’s assets.

HOW IS THE RCAT STAFF ORGANIZED?

Sarah Ramon – Executive Director

Serves as the chief paid employee of the Association per the RCAT By-laws. The Executive Director serves as an ex-officio member of the Board of Directors, Committees and Councils and is the principle administrative officer overseeing the daily operations of the Association. She reports to the Executive Committee and carries out RCAT’s mission/goals by overseeing all day-to-day administrative operations, finances and is responsible for the management of all staff and contractors.

Bailey Burns – Administrative Specialist

Provides administrative support to the Executive Director and other employees in all areas of daily operations. She is the primary contact regarding general association inquiries, manages the accounts receivables, is responsible for data entry and management of the RCAT social media accounts.

Melissa Shaffer – Membership & Licensing Director

Manages the membership and licensing programs. She is responsible for ensuring program requirement compliance, retention, and verification of all new membership and licensing requests. This includes oversight of the examination process and continuing education requirements for the licensing program.

OPEN – Events & Communications Director

Responsible for RCAT event planning, on-site coordination, selling and managing sponsorships and tradeshow booth space as well as, oversight of the registration process and service provider partnerships. She also assists with Chapter event planning and handles all electronic and direct mail communications to RCAT and Chapter members.

RCAT also contracts outside professional help in areas where professional experience and knowledge is required. The Association uses an outside CPA, as well as an established law firm among others. RCAT may also sub-contract professional help for special events, programs or projects as needed.

WHO SPEAKS PUBLICLY FOR RCAT?

The President of RCAT acts as the spokesman for the Association after legal counsel, to the press, the public, legislative bodies and related organizations. On occasion another member of the Executive Committee or the Executive Director may be authorized to officially speak for the Association.

You may, during your term of office be called upon to address a meeting, it is imperative that you establish at the beginning of your address, whether you are speaking for RCAT or as an individual member of the Association.

In releasing any information concerning RCAT, the Board and staff is directed to use extreme discretion in making certain that the release of information serves the best interest of RCAT and its members.

As previously mentioned, all final decisions concerning your Association are made by the Board of Directors and/or the Executive Committee. These actions are communicated to the membership or to the public by various means, sometimes by the President, sometimes by Committee Chairmen and sometimes by the Association office. The decision as to who shall release information internally or externally will always be determined by the nature of the information to be released.

HOW ARE YOU INFORMED?

As a member of the Board of Directors you have an open line into the inner workings of your Association. You have access to all information that is available on any matter relating to RCAT. You will be kept informed of important RCAT business through the Association office in various ways. There is certain information received by the Association that is held in the strictest of confidence and this information is not released to anyone. For example, personal information supplied to the Association on an application.

Each committee has an assigned staff person to assist you in keeping your committee members informed on Association activities.

HOW DO ASSOCIATES FUNCTION ON THE BOARD?

Associate Members are not eligible to hold an Officer position, but six (6) Associate Members do serve on the Board of Directors and have a vote at any meetings of the Board or via electronic ballots. Associate Members are eligible to serve on all committees. They make a significant contribution to the continuing success of RCAT.

RCAT BOARD MEETINGS

Attendance at all meetings is a primary responsibility. The Board of Directors meets five times per year. Typically in Winter (February), Spring (April/May), Summer (July), during our Annual Conference & Trade Show (September/October) and before the end of the calendar year for planning meeting (November/December). Committee meetings are normally held in conjunction with these regular Board of Director meetings.

Board members are expected to:

- notify staff in advance if unable to attend a meeting.
- be an involved and committed Board member.
- read the Board Meeting materials prior to each meeting.
- review assigned committee(s) meeting agenda(s) prior to each meeting and be prepared to discuss all items.
- put the needs of the RCAT membership – the Board's constituency – first in all instances.

I. Board Room Procedures & Conduct

Robert's Rules of Order are the governing rules for all RCAT Board meetings, and the Agenda will be followed. Board members are expected to:

- determine in advance how they will contribute
- keep responses short and to the point
- avoid side conversations
- consider all motions carefully.

Standard procedures of passing a motion are: the motion is made by a contractor member of the board, the motion is then seconded, after the second there will be a call for discussion. After discussion has ended, the motion will be called for a vote, the President will ask for all in favor and all opposed. The motion may also be amended during the discussion process but then requires a second to the amendment before further discussion can continue. The amendment will then be called for a vote by the President. If a motion to table an issue is made, the motion needs to be seconded and then NO discussion is allowed, and the motion is immediately called for a vote. For a motion to proceed to the discussion level, it must have a second. Motions and seconds can be withdrawn by the individual who originally made the motion or second only.

II. Board Meeting Packets

All Board members will receive a packet via email prior to each Board of Directors meeting. The packet will contain an agenda for the upcoming meeting with the date, time and location. Each packet will contain an action list from the previous meeting; the action list is specifically assigned tasks that should be completed prior to the next Board meeting and should be reviewed at each meeting. The packets will also contain the financial statements of the association along with the membership and program statistics, committee reports and budgets when applicable. **AT NO TIME shall RCAT financial information or other information contained in these packets be distributed to anyone who is not a member of the RCAT Board of Directors without the express permission from the Association President or Secretary.**

Prior to the Board meeting, you will be sent an email for verification of attendance from the RCAT office; please respond to this email as it is the only way for staff to have an accurate head count for each meeting. Most meetings have food service and caterers need guaranteed numbers at least three (3) days prior to the actual meeting.

It is always preferred that Board Members stay at the hotel where the association has booked the quarterly or annual meeting. The association guarantees room sales at each location based on attendance, and discounts on the rooms are based on numbers; if rooms are not used the association can be charged expensive penalties.

III. Quorum of the Board

At any meeting of the Board of Directors or Committee, no less than five (5) contractor members of the Board shall constitute a quorum for the transaction of the business of the Association and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present.

IV. Voting

Voting rights of an Officer, Director or Committee Member shall not be delegated to another nor exercised by proxy.

Action taken by an electronic or mail ballot of the Board of Directors, in which at least a majority of such Directors, in writing, indicate themselves in agreement, shall constitute a valid action of the Board of Directors if reported at the next regularly scheduled meeting.

V. Absence

Any elected officer or director who shall have been absent from two (2) consecutive meetings of the Board of Directors during a single administrative year shall automatically vacate their seat on the Board of Directors and the vacancy shall be filled as provided by the By-laws; however, the Board of Directors shall consider each absence of an elected officer or director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

ROLES AND RESPONSIBILITIES

I. Board of Directors

The governing body of this association shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Association, its committees and publications; shall determine its policies or changes therein; and shall actively prosecute its objectives and supervise the disbursements of its funds. The Board 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, delegate certain of its authority and responsibility to the Executive Committee.

In addition to his/her role of setting association policy and establishing the future goals of RCAT, each RCAT Director is asked to:

1. Attend all RCAT Board of Directors meetings, assigned Committee meetings and the Annual Conference.
2. Read and understand the RCAT Anti-Trust Policy and agree to abide by it.
3. Read and understand the RCAT Code of Ethics and agree to abide by them.
4. Recruit new members to RCAT.
5. Promote the Licensing Program and recruit new participants.
6. Promote the RCAT Annual Conference.
7. Serve as liaison for each new RCAT member from your area. The RCAT office will provide the names of new members and you are encouraged to welcome them into the association and coach them to become involved members. You should also brief them on association activities and how they can make the best use of their membership.
8. Be an active member of your local RCAT Chapter.
9. Establish contact with your local elected officials and identify yourself as a Director of RCAT. Become involved in the political process and be prepared to act when asked to do so.
10. Become familiar with legislation within the state and in Washington that can affect the roofing industry and be an active participant in the RCAT Government Relations activities.

II. Officers of the Board

President

The President shall serve as the Chair of both the Board of Directors and Executive Committee. He/She shall also serve as a member, ex-officio, with the right to vote, on all committees except the Nominating Committee. He/She shall make all required appointments of Standing and Special Committees with the approval of the Board of Directors. At the Annual Business Meeting of the Association and at such other times as he/she shall deem proper, the President shall communicate to the members such matters and make such suggestions as may, in his/her opinion, tend to promote the welfare and increase the usefulness of the Association. He/She shall perform such other duties as are incidental to the office of the President or as may be prescribed by the Board of Directors.

President-Elect or Senior Vice President

The Senior Vice President shall be the President-Elect and shall succeed to the presidency. His/Her duties shall be as delegated to him/her by the Board of Directors. The Senior Vice President shall perform the duties of the President in the event of his/her inability to serve. The Senior Vice President shall serve as Chair of the Nominating Committee.

Secretary/Treasurer

The Secretary/Treasurer shall oversee the Association's funds and records reporting. As Treasurer he/she shall oversee the Executive Director in collection of all member dues and/or assessments, proper accounting procedures, the funds in an association banks, trust companies and/or investments as are approved by the Executive Committee. He/She shall report on the financial condition of the Association at all meetings of the Board of Directors and at other times when called upon by the President. At the end of each fiscal year, as Treasurer, he/she shall oversee the preparation of an annual financial report for the membership, which shall reflect all monies received, dispersed and held in reserve. At the expiration of his/her term of office, he/she shall transition his/her responsibilities over to his/her successor, or in the absence of a successor he/she shall deliver such properties to the President. As Secretary of the association, he/she shall oversee the Executive Director in the proper distribution of all notices to members, proper recordings of the proceedings of meetings of the Association, Board of Directors and all committees and carry into execution all orders, votes and resolutions. He/She shall oversee the Executive Director to ensure that accurate records are kept of all the Association's members. Any such duties of the Secretary/Treasurer will be specified by the Board of Directors. He/She may delegate

duties to the Executive Director or a designated member of the Association staff. The Secretary/Treasurer shall succeed to the Senior Vice President position at the end of his/her term.

Vice President

The Vice President shall be responsible for such duties as are individually assigned to them by the President with the approval of the Board of Directors. The Vice President shall succeed to the Secretary/Treasurer position at the end of his/her term.

III. Executive Committee

The Executive Committee may act in place and stead of the Board of Directors between meetings on all matters, except those specifically reserved to the Board of Directors by the By-laws, pursuant to delegation of authority to such Committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board of Directors for ratification by email, regular mail or at the next regularly scheduled Board meeting.

The Executive Committee shall consist of five (5) members of the Board of Directors, including the President as the Chair, the Senior Vice President, the Vice President, the Secretary/Treasurer and the Immediate Past President.

All active members of the Executive Committee shall be in attendance to constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings of the Executive Committee as the business of the Association may require, or a meeting shall be called by the Senior Vice President on request of three (3) members of the Executive Committee.

IV. Executive Director

The Board of Directors shall employ a salaried staff head who shall have the title of Executive Director and whose terms and conditions of employment shall be specified by the Executive Committee.

The Executive Director is the chief employed officer of the Association with full authority for the management of its daily affairs, subject only to the duties specified by the By-laws, the current RCAT Operations, Policies & Procedures Manual and the direction of the Board of Directors. He/She shall manage and direct all activities of the Association as directed by the Board of Directors and shall report directly to the Executive Committee. He/She shall employ or contract and may terminate the employment or contract of any staff and/or subcontractors as necessary to carry on the work of the Association; and fix their compensation within the Board of Directors approved annual budget. The Executive Director shall define the duties and responsibilities of the staff and contractors, supervise their performance, establish their titles and delegate those responsibilities in the best interest of the Association and at the direction of the Executive Committee.

V. Committee Chairs

Committees are the backbone of RCAT programs and you, as a Chair of one of those committees, will carry a great deal of responsibility. The Committee Chair should be sure to understand the goals and objectives of their committee and should communicate with the Association staff and with the Board of Directors to avoid duplicating the work of other committees.

1. RCAT Committee Chairs and Task Force Chairs are appointed by the President and approved by the Board of Directors. The President-Elect is automatically the Chair of the Nominating Committee.

2. The Committee Chair is responsible for calling meetings of their committees, preparing agendas, notifying committee members of the date, time and locations of the meetings and the keeping record of Minutes of those meetings. The Association staff will assist the Chair in preparing meeting notices, agendas, action item lists and in the distribution of the Minutes. The Association Executive Director and/or staff will also counsel with the Chair on specific assignments.

3. Committee Chairs are not authorized to obligate the Association. All contracts and/or other obligations are to be executed by the President or Executive Director.

4. Due to the diverse nature of committee activity, it is the responsibility of the committee Chair to establish how frequent his/her committee will meet but all committees are required to meet at least twice annually. In many cases, conference calls or mailings will prove to be just as effective as face-to-face meetings and are less time consuming and less costly. They should be considered whenever possible.

RCAT COMMITTEES

The current President and Executive Director shall be ex-officio members of all Committees.

Nominating – The President-Elect is automatically the Chair of the Nominating Committee. The President will appoint at least two (2) additional committee members 90 days prior to the annual meeting. This committee will seek out individuals who are interested in serving the association, in Board, Officer and Committee positions.

Membership – The Committee shall be made up of no less than five (5) members. Each Chapter representative with a seat on the Board of Directors will also automatically be on the Membership Committee. Committee Chair is appointed by the current President. The membership committee shall develop membership recruitment ideas for the upcoming year and submit to the Board for approval. The Committee shall also be responsible for obtaining sponsors for new members that are submitted without them. The membership committee will hold a monthly meeting either in person or via conference call to review and approve any new applicants. There must be five (5) committee members present during the meeting in order to vote for new membership approval. If there are not enough members present at the committee meeting to vote, an electronic ballot will be sent to the Board of Directors or the applicants will be considered at the next regular meeting of the Board of Directors. The membership committee will also call the new members and welcome them into the association.

Government Relations – The Committee shall be made up of no less than seven (7) members and include the Association's Legal Council. Committee Chair is appointed by the current President. The Committee is responsible for acting as a liaison between the lobbyist (if applicable), RCAT Board of Directors and the membership. This committee is responsible for staying abreast of any legislation that affects the roofing industry. This Committee is generally given authority by the Board of Directors to make suggestions regarding legislative bill language. Committee Chair shall also organize members and consumers to testify in committee hearings (if applicable). This committee will also be responsible for any fund-raising efforts to support the program and RCAT PAC for political contributions.

Licensing – A Licensing Committee consisting of no less than five (5) nor more than seven (7) members shall be appointed by the standing Board of Directors following the Annual Business Meeting and serve for a term of three (3) years. The Committee Chair shall be appointed by the Board of Directors. All Licensing Committee members must be a current RCAT Licensed Roofing Contractor. At all times, at least one (1) Committee member shall also be a member of the Executive Committee and one (1) Past President. Members shall serve until their successors have been appointed and assume office. This Licensing Committee shall exist as long as it is empowered by the Board of Directors. The Licensing Committee shall have full authority for governing the RCAT Licensed Roofing Contractor program, including all decisions regarding applicants, renewals, disputes, and licensing status. The Committee shall be governed by the program guidelines, as approved by the Board of Directors.

Code of Ethics Enforcement - The Committee shall be made up of no less than seven (7) members and the Association's Legal Counsel will serve as a resource. Committee Chair is appointed by the current President. The Committee is responsible for the administrative implementation and enforcement of the Association Code of Ethics and recommending sanctions against code violations. The Committee will operate in accordance with a well-defined and transparent process for receiving and reviewing complaints, establishing facts, issuance of notices and/or warnings, implementing requirements for counseling or education, and determining consequences of repeat offences up to termination of Membership or revocation of a License, or even, if appropriate, litigation.

Programs and Education – The Committee shall be made up of no less than five (5) members. Committee Chair is appointed by the current President. The Committee will arrange for speakers and educational programs at any meetings of the Association, its Chapters and the Annual Conference.

Public Relations / Marketing / Membership Communications – The Committee shall be made up of no less than five (5) members. Committee Chair is appointed by the current President. The Committee will be responsible for working with the Executive Director on any Public Relations initiatives, marketing programs including collateral, media relations and member communications such as the RCAT eNews, newsletters, event publications and other general Association information.

Scholarship Program – The Committee shall be made up of no less than seven (7) members. Committee Chair is appointed by the current President. The Chair and committee members are responsible for marketing the scholarship program to members who are eligible. The committee will review applications received for scholarship and as a group

vote for the recipient(s) based on guidelines established by the committee. The committee is also responsible for the fundraiser held each year to fund the scholarship grants.

Curtis Blackwell Memorial Award - This committee is comprised of all previous recipients of the Award still living. The current President of the Association shall serve as the Chair and is not eligible for the award during that year. All members of the Association may nominate persons for the award; however, members of the Committee are the only ones allowed to vote for the award recipient.

Events – The Committee shall be made up of no less than five (5) members. Committee Chair is appointed by the current President. This committee will be responsible for planning, developing rules, setting costs, and promoting attendance at the annual fishing and golf tournaments. This committee also works with Association staff on the Annual Conference schedule of events, booth sales, sponsorships and general attendance. This committee may also suggest to the Board of Directors new fundraising events as deemed appropriate.

RCAT ADVISORY COUNCILS

RCAT Past Presidents Council (RPPC)

The RCAT Board of Directors, recognizing the contributions made to the Association by those who have served the Association as its President and recognizing that those individuals still have much they can contribute to the future successes of the Association has decided to take advantage of the wisdom of its Past Presidents and create a Past Presidents Council as a forum to assist the Association as it grows and moves forward.

Purpose: This Council will serve as an advisory committee to the Board of Directors for the future direction of the association.

Operations & Structure

This council will operate under the same principles that have led RCAT to success: High ethical standards; a commitment to RCAT's mission; and the selfless dedication of time, resources and ideas to aid the growth of the Association. In order to accomplish these goals, the Board has adopted the following operational guidelines:

1. The RPPC will be chaired by the Immediate Past President that is rolling off the RCAT Board of Directors for the new fiscal year. If he/she is unable to fill this position for any reason another Past President may be appointed by the Board.
2. Any RCAT Past President that is an active member of the Association may attend meetings of the RPPC. Any Past President who wishes to serve on the council and participate in its efforts shall notify Chair of his/her wishes to participate.
3. Upon receipt of such notification, the staff will place the Past President on the roster of the RPPC and provide them with all emails and notification of any matter relating to the RPPC, its meetings and any other information upon direction of the sitting President of RCAT. Service on the RPPC shall be subject only to the limitations set out in Paragraph 2 & 6 of this policy.
4. The RPPC will meet at least annually, typically at the RCAT annual convention. The RPPC may, by majority vote or at the request of the Chair, schedule additional meetings during the calendar year, as needed, to accomplish its objectives.
6. There are no term limits for service on the RPPC; however, in order to maintain efficiencies and to accomplish its tasks, the RPPC will consider any Past President, who fails without reason to attend more than two consecutive convention meetings, to have resigned his/her position on the RPPC.
7. The RPPC shall meet and discuss issues confronting the roofing industry and it will advise the Board of Directors of RCAT on topics of interest which may be presented at the annual convention and in other manners to educate members of the Association. The RPPC shall also advise the Board of other opportunities to serve and provide benefit to the members of RCAT and upon request, respond to other requests for advice or assistance.

RCAT Conference Advisory Council (Council)

Purpose: To provide industry professionals, suppliers and manufacturers a voice in the planning of the RCAT Annual Conference.

Goal: To increase the revenue opportunities, industry awareness and advertising for the “Texas Roofing Conference.”

Structure: The Council Chair will be the acting RCAT President and the members will consist of 10-15 supplier/manufacturer representatives as appointed by the Chair and approved by the Board. The scope of the council is advisory only. This group will not have decision making authority, nor will they have access to RCAT financial information.

- Members of the Council will serve a two-year term.
- Members are eligible to serve a second term if requested, however, RCAT will make every effort to provide all companies interested in participating an opportunity to serve.
- Because of the nature of the work performed by the Council it is very important that members of the Council make all scheduled meetings. Any member missing two consecutive meetings of the Council will be asked to resign his/her seat on the Council.
- Only one representative per company may have a seat on the Council.
- To have a seat on the Council they must be a representative or employee of an exhibiting company at RCAT's Annual Conference.

The Advisory Council will typically meet during the Winter and Spring RCAT Board meetings. The Advisory Council meetings will be facilitated by the RCAT staff and a representative from the RCAT Executive Committee and the Chair of the Events Committee will be in attendance.

Council members will not participate in other RCAT Committee or Board meetings unless they serve as an Associate member of the active Board of Directors. Advisory Council reports will be made by the Chair or RCAT staff.

The Chair shall fill any vacancies that may occur. Any such appointments must be approved by the Board at the next regularly scheduled Board meeting.