



## **Board of Directors and Officers Positions**

### **Committee Descriptions**

### **Board Room Procedures and Board Packets**

#### **President**

The President shall serve as Chairman 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 shall deem proper, the President shall communicate to the members such matters and make such suggestions as may, in his 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 duties shall be as delegated to him by the Board of Directors. The Senior Vice President shall perform the duties of the President in the event of his inability to serve. The Senior Vice President shall serve as Chairman of the Nominating Committee.

#### **Vice President**

There shall be three (3) Vice Presidents who shall be responsible for such duties as are individually assigned to them by the President with the approval of the Board of Directors.

#### **Secretary/Treasurer**

The Secretary/Treasurer shall be in charge of 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, 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 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 and legal mailing 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 association members. Any such duties of the Secretary/Treasurer will be specified by the Board of Directors may at his/her discretion be delegated to the Executive Director or a designated member of the staff.

#### **Board of Directors including Associates**

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, 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.

#### **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

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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.

#### **Executive Board or 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 these bylaws, 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 seven (7) members of the Board of Directors, including the President as Chairman, the Senior Vice President, the three (3) Vice Presidents, the Secretary-Treasurer and the Immediate Past President.

A majority of the Executive Committee shall 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.

#### **Quorum of the Board**

At any meeting of the Board of Directors, no less than five (5) 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.

#### **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 members 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.

#### **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 these bylaws; however, the Board of Directors and the vacancy 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.

#### **COMMITTEE Descriptions and Responsibilities**

**Future Directions** – This committee is comprised of all Past Presidents of the Association, providing they are active and current members in good standing, with the Immediate Past President serving as Chairman. This committee provides past years of experience and can serve as an advisory committee for the direction of the association.

**Government Relations** – Committee chairperson is appointed by the President. Committee is responsible for acting as a liaison between the lobbyist (if applicable) and the RCAT membership. This committee is responsible for staying abreast of any legislation that affect the roofing industry. The Government Relations chairman is generally given authority by the board of directors to make decisions regarding licensing bill language. Committee chairperson 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 PAC Account for political contributions.

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**Licensing** – A Licensing Committee consisting of not less than five nor more than seven members shall be appointed by the standing Board of Directors at least fifteen (15) days prior to the Annual Business Meeting, for a term of three (3) years. The Committee Chairman shall be appointed by the President of the Association. All Licensing Committee members must be a current RCAT Licensed Roofing Contractor. At all times at least one Committee member shall also be a member of the Executive Committee or a 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. The current President and Executive Director shall be ex-officio members of the Licensing Committee.

**Membership** – The President appoints the Chairman and 6 other members for this committee. The membership committee and chairman shall develop membership recruitment ideas for the upcoming year and submit to the board for approval. The chairman 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 5 committee members present to vote for new membership approval. In the event that five members are not present, an electronic ballot will be sent to all members of the board for voting. The membership committee will also call the new members and welcome them into the association.

**Nominating Committee** – The President-Elect is automatically the chairman of the Nominating Committee. The chairman will appoint at least 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 certification committee positions.

**Programs and Education** – The President will appoint the Chairman. The chairman and committee members will arrange for speakers and education programs at the quarterly and annual meetings of the Association.

**Public Relations / Marketing / Membership Communications** – The President will appoint the Chairman. The chairman and committee members 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 eNews, newsletters, event publications and the general promotion of RCAT to its membership.

**Scholarship Committee** – The President will appoint the Chairman. The chairman 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 based on guidelines established by the committee. The committee is also responsible for the fundraiser held each year to fund the scholarship grants.

**Conference & Trade Show Committee** – The President will appoint the Chairman. The Trade Show committee works directly with the Executive Director to produce a theme for each year's Annual Conference. The committee also works on the schedule of events during the conference as well as helping to solicit booths, sponsorships and general attendance at the Annual Convention.

**Curtis Blackwell Memorial Award Committee**- This committee is comprised of all previous recipients of the Award. The current President of the association shall serve as the chairperson. All members of the association may nominate persons for the award; however the committee is the only voting entity for the award.

**Fishing Tournament Committee** – The President will appoint the Chairman. This committee will be responsible for developing rules, entry cost, and general attendance at the annual tournament.

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### **Board Room Procedures**

Robert's Rules of Order are the governing rules for the RCAT board meetings.

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.

### **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 new member list, committee reports and budgets when applicable.

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 board of directors meetings have food service and caterers need guaranteed numbers 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.

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