



ARTICLE 1. OFFICES

The principal office of the Roofing Contractors Association of Washington (referred to herein as “Corporation” or “Association”) shall be located at its principal place of business or such other place as the Board of Directors (referred to herein as “Board”) may designate. The Corporation may have such other offices, either within or outside the State of Washington, as the Board may designate or as the business of the Corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

2.1 Classes of Members - The Corporation shall only accept members that meet all criteria of one of the following three classifications:

CONTRACTOR MEMBERS. A Contractor Member shall be a licensed business contractor in the roofing industry, providing roofing services to consumers and/or commercial entities.

INDUSTRY PROFESSIONAL MEMBERS. An Industry Professional Member shall be a business entity, which is the type of entity typically engaged by businesses in the roofing industry to provide professional consulting services (such as an attorney or accountant), limited specified services not typically performed by businesses in the roofing industry (such as dumping services), or typically needed products (such as office supplies).

MANUFACTURER’S REPRESENTATIVE MEMBERS. A Manufacturer’s Representative Member shall be a business entity that represents one or more manufacturers of roofing materials.

ASSOCIATE MEMBERS. An Associate Member shall be a business entity that is either; a manufacturer of roofing materials; a distributor of roofing materials; or a provider of tangible products purchased by businesses in the roofing industry.

2.2 General Qualifications of Membership - To qualify for membership, all applicants shall:

Demonstrate a good faith effort to comply with all applicable laws, regulations, and tax requirements.

Provide trade references if requested by the board. Have been in continuous business operation for a minimum of two years. This may be waived at the Board’s discretion if one of the following other requirements are met:

The applicant applying for membership has been previously employed with a current RCAW member company, OR the applicant applying for membership has been previously employed with a previous RCAW member company, and that previous member company was an RCAW member in good standing for five (5) consecutive years. Applicants shall have not filed bankruptcy within the last five years. Agree to follow the Association’s ethics statement.

2.3 Additional Qualifications of Membership for Contractors

To qualify for membership in the Association as a Contractor Member, the applicant shall: Be properly registered, bonded and insured. Have no willful violations within the past two years? A willful violation shall be defined pursuant to WAC 296-800-35040 or any subsequent amendments thereto. Maintain all accounts with the tax authorities in Washington State in good standing.



2.4 Membership Process

An applicant for membership shall submit a completed application and pay such initiation fees and dues as established by the Board. The Board shall approve or reject all potential members. The Board has sole discretion in the approval or rejection of members and may reject any potential member that meets the membership criteria listed herein, on the basis that such rejection is in the best interest of the Association. The Board shall notify an applicant in writing regarding acceptance or denial of the application. The Board may provide a reason if membership is denied but is not required to do so.

2.5 Fees and Dues for Members

The Board of Directors shall determine the initiation fees and dues and assessments for members.

2.6 Voting Rights of Members

2.6.1 Each accepted member company shall provide a designated representative, which will be the voting member. Each member will notify the Association in writing of the name of its designated representative. A change in the designated representative shall be accomplished by written notification to the Association. Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon such issue.

2.6.2 Each voting member entitled to vote at an election of Directors may cast one vote for as many persons as there are Directors to be elected and for whose election such member has a right to vote

2.6.3 Members must be in good standing with the Association to be eligible to vote.

2.7 Annual Meeting of Members

The annual meeting of the members shall be held the fourth Thursday of October of each year, or at such other date and time as may be approved by the Board of Directors, for the purpose of electing Directors and transacting such other business as may properly come before the meeting. If the day fixed for the annual meeting is a legal holiday, the meeting shall be held on the next succeeding business day. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient. The location of the meeting shall be in the registered office of the corporation, or at such other location as may be approved by the Board of Directors.

2.8 Special Meetings of Members

The President, the Board, and/or not less than one-fifth (1/5) of the members entitled to vote at such meeting, may call special meetings of the members for any purpose.

2.9 Place of Meetings

All meetings of members shall be held at the principal office of the corporation or at such other place within or outside the State of Washington designated by the President, the Board, or the members entitled to call a meeting of members.



2.10 Notification for Meetings

2.10.1 The President, the Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally, by e-mail notification, by facsimile, or U.S. mail, not less than ten (10) nor more than fifty (50) days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

At any time, upon the written request of not less than one-fifth (1/5) of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than ten (10) nor more than thirty-five (35) days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons make the request may do so and may fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the corporation with postage thereon prepaid.

2.10.2 Notification by e-mail (“electronic transmission”) shall adhere to the following requirements:

1. A notice to be provided by electronic transmission must in fact be electronically transmitted.
2. Notice to members in an electronic transmission is effective only with respect to members who have consented, in the form of a record, to receive electronically transmitted notices.
3. Notice to members may include material allowed pursuant to Washington Law to accompany the notice.
4. A member who provides consent, in the form of a record, to receipt of electronically transmitted notices shall designate in the consent the message format accessible to the recipient, and the address, location, or system to which these notices may be electronically transmitted.
5. A member who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record.
6. The consent of any member to receive notification by e-mail is revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation in accordance with the consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.
7. Notice to members who have consented to receipt of electronically transmitted notices may be provided by posting the notice on an electronic network and delivering to the member a separate record of the posting, together with comprehensible instructions regarding how to obtain access to this posting on the electronic network.
8. Notice provided in an electronic transmission is effective when it: (a) Is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

2.11 Waiver or Notice



Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, 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.

2.12 Quorum

A quorum is deemed to be a majority of the registered membership (i.e. over 50%), represented in person or by proxy. If less than a quorum of the members entitled to vote is represented at a meeting, most of the members so represented may adjourn the meeting from time to time without further notice.

2.13 Manner of Acting

The vote of a majority of the votes entitled to be cast by the members represented in person or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

2.14 Proxies

A member may vote by proxy executed in writing by the member and delivered to the Secretary of the corporation before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

2.15 Action by Members without a Meeting

Any action which could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Such written consent may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members.

2.16 Meetings by Telephone

Members of the corporation may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.



2.17 Resignation from Membership

A member may terminate membership by notification in writing to the Board of Directors sixty days prior to the termination. All dues, assessments or other financial obligations of the member shall be paid in full at the date of termination.

2.18 Expulsion from Membership

The Board has sole discretion in the expulsion of members and may expel any member on the basis that such rejection is in the best interest of the Corporation. The Board may expel a member for reasons including, but not limited to: a failure to meet membership criteria; a failure to meet the financial obligations of Association membership; a failure to conduct interactions with the Association in a professional and businesslike manner.

2.19 Procedure for Expulsion

The Board shall provide ten (10) days written notice to a member that the Board intends to discuss expulsion of the member. All notices to be given pursuant to this Section shall be in writing and shall be hand-delivered or deposited in the mail service with proper postage prepaid and addressed to the party to whom notice is given at the member's address of record. A hand-delivered notice shall be effective upon delivery. Notice by mail shall be effective five (5) days after deposit in the mail service in accordance with the first sentence of this Section if such notice is mailed from anywhere in the continental United States. The member may provide a written response regarding the notice of expulsion, with delivery to be made no later than three days prior to the date set by the Board for consideration of expulsion. The Board's decision regarding expulsion of a member shall be made in writing to the member no later than ten (10) days after the date set by the Board for consideration of expulsion.

2.20 Termination of Membership

Upon termination of a membership for any reason, the prior member shall immediately surrender any certificate of membership in its possession. The prior member shall immediately discontinue the use of the Association's logo and other materials (including but not limited to Association stickers and brochures). The prior member shall refrain from any communications to third parties indicating the prior member retained its membership in the Association. The prior member shall not access the Association's member only web site.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the corporation shall be managed by a Board of Directors. The Board of Directors shall have full power to borrow on behalf of the Corporation, and otherwise to incur indebtedness on behalf of the Corporation; to purchase, lease and otherwise acquire property, real and personal, on behalf of the Corporation; and in general, do and perform or cause to be done and performed each and every act which the Corporation may lawfully do and perform. The Board of Directors shall appoint an Executive Director, and set the duties, and compensation for the Executive Director. The Executive Director will also function as the Company Secretary and has no voting power at board meetings.

3.2 Number of Directors

3.2.1 The Board shall consist of eleven (11) Directors. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.



3.2.2 Six members of the Board shall be Contractor members and shall be elected for a term of three years. At least one of the Contractor member's positions shall be elected each year. Five members of the Board shall be Associate, Industry Professional, or Manufacturer's Representative members and shall be elected for a term of three years. At least one of these positions is to be elected each year. Of these four positions one shall be a manufacturer; one a distributor; one open to an Associate, Industry Professional or Manufacturer's Representative member; and the last position shall remain open to all classes of membership.

3.3 Qualifications of Directors

3.3.1 Directors shall be members of the corporation. There shall be no more than one representative from a member company sitting on the Board of Directors at the same time. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

3.3.2 Directors must be Members in good standing with the RCAW and with Taxing Authorities, be in good standing with all licensing authorities, and not be a party of any law suits, be named as a judgment debtor or as a petitioner or party in a bankruptcy proceeding.

3.3.3 Directors must be able to devote the time necessary to execute the duties of a Board Member. If a Director decides that he or she is unable to attend Board Meetings and carry out the duties of a Director of this Association, then the Director should inform the Board and the Board may request the Director's resignation from the Board.

3.4 Election of Directors

3.4.1 Successor Directors

Successor Directors shall be elected at the annual meeting of members.

3.4.2 Election Procedures

3.4.2.0. Any member of the corporation in good standing may be placed on the ballot for the Board of Directors by contacting the Executive Director, in writing, to state his or her interest. no later than 3 days prior to date of the annual membership meeting. Such member shall be placed on the ballot in the appropriate slot, depending on whether such member is seeking a Contractor Member Position, Associate Member Position on the Board of Directors. Election ballots for the Board of Directors shall be distributed at the annual membership meeting to the voting members who are present. Voting members who are not present at the annual membership meeting shall receive a ballot via U.S. mail or e-mail for any ballot to be counted, regardless of whether such ballot was delivered by hand at the annual membership meeting or later mailed (or emailed), the corporation must receive the ballot no later than forty (30) days after the distribution of the ballot. A committee appointed by the Board of Directors shall count the ballots. The candidate(s) receiving the greatest number of votes for the opening(s) available on the Board of Directors, for the appropriate slot(s) of Contractor Member Position or Associate Member Position, shall be elected onto the Board of Directors. The results of the election shall be announced at the next monthly Board Meeting or in the upcoming Association newsletter, whichever is first.

3.4.2.1. In the event, there are not enough candidates willing to be placed on the ballot for any one position, the election for that position will be postponed until enough candidates are found to fill the ballot. If this criterion is not met forty-five days (45) prior to the new term date (fourth Thursday of January) the election ballots for the Board of Directors shall be distributed to the voting members via U.S. mail or e-mail with 'write-in' space available. 'Write in' applicants must meet the

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criteria set by 3.3. Under these conditions, in order for any ballot to be counted, regardless of whether such ballot was delivered by mail or email, the corporation must receive the ballot no later than twenty (20) days after the ballot was mailed or/and emailed. A committee appointed by the Board of Directors shall count the ballots.

The candidate(s) receiving the greatest number of votes for the opening(s) available on the Board of Directors, for the appropriate slot(s) of Contractor Member Position or Associate Member Position, shall be elected onto the Board of Directors. The results of the election shall be announced at the next monthly Board Meeting or in the upcoming Association newsletter, whichever is first.

3.4.2.2. Notification by e-mail shall comport to the procedures set forth in Section 2.10.2

3.5 Terms of Office for Directors

Unless a Director dies, resigns or is removed, he or she shall hold office from the date of the annual meeting of the Board of Directors immediately following the election, until his or her term expires on December 31st of the third year after being elected or until his or her successor is elected, whichever is first.

3.51 Past President

All sitting presidents of the Roofing Contractors Association of Washington Board of Directors will sit an additional year as Past-President to create a consistent transition each year and keep the direction of the association on a stable course. If the President's 3-year term is at an end, his/her term will be automatically renewed for an additional year so he/she can fulfill this obligation.

3.6 Annual Meeting of Directors

The annual meeting of the Board of Directors shall be held on the 2nd Thursday of October for the purposes of electing officers for the next year Starting January 1st and transacting such business as may properly come before the meeting.

3.7 Regular Meeting of Directors

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

3.8 Special Meetings of Directors

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chair of the committee.

3.9 Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all person participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.10 Place of Meetings

All meetings shall be held at the principal office of the corporation or at such other place designated by the Board.

3.11 Notice of Special Meetings of Directors

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3.11.1 Notice of special Board or committee meetings shall be given to a Director in writing by regular mail, by facsimile, or by e-mail not less than ten (10) days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

3.11.2 Notification by e-mail shall comport to the procedures set forth in Section 2.10.2

3.12 Waiver of Notice

3.12.1 in Writing

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting unless such specification is required pursuant to applicable Washington law.

3.12.2 Attendance

The attendance of a Director at a 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 or convened.

3.13 Quorum

A majority of the number of Directors fixed by or in the manner provided by these Bylaws shall constitute a quorum (i.e. 6 Board Members or more) for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.14 Manner of Acting

The act of the majority, of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington Law.

3.15 Presumption of Assent

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereon, or by registered mail to the Secretary of the corporation sent no later than three days after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.16 Action by Board without a Meeting

Any action that could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts,

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each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.17 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors.

Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.18 Removal of a Director

3.18.1 At a meeting of members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members then entitled to vote on the election of Directors represented in person or by proxy at a meeting of members at which a quorum is present.

3.18.2 If a Director misses more than 2 consecutive meetings without the express permission of the Board he/she will be subject to review by the board of directors.

3.19 Vacancies of Directors

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office. Such appointment shall be of the same class of membership as that of the person vacating the seat.



3.20 Board Committees

3.20.1 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another committee; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board that by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

3.20.2 Quorum; Manner of Acting

A majority of the number of Directors composing any committee shall constitute a quorum. The act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.20.3 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chair of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.20.4 Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

3.21 Director Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the corporation shall be a President, Vice President, Treasurer, and Past President. A President, Vice President, and Treasurer shall each be elected by the Board. **Only Contractor members** may hold an Executive position. The Executive Director will have no voting powers on the board.

4.2 Election and Term of Office

The officers of the corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting or the Board or until his or her successor is elected.

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4.3 Resignation

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 President

The President shall be the chief executive officer of the corporation and subject to the Board's control, shall supervise and control all the assets, business and affairs of the corporation. The President shall preside over meetings of the members and the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

4.7 Vice President

In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to them by the President or the Board.

4.8 Secretary

The Secretary shall: (a) keep the minutes of the meetings of the members and the Board, and minutes that may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address and class, if applicable, of each member and Director and the name and post office address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments, and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.9 Treasurer

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the

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corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.10 Past President

The Past President will sit to advance the association's course and aid with a smooth transition for a term of 1 year. The Past President shall perform such other duties as from time to time may be assigned to them by the President or the Board.

4.10 Executive Committee

The Board of Directors shall, by resolution adopted by a majority of the full Board, designate an Executive Committee consisting of the President and up to four additional members of the Board. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of the responsibility imposed by law. The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee and to the extent outlined herein.

4.10.1. The Executive Committee shall have the authority, at all times and even if the Board of Directors is in session, to negotiate and approve of the Executive Director's contract.

4.11 Salaries

The salaries of the officers and agents shall be as fixed from time to time by the Board or by any person or persons to whom the Board has delegated such authority. No officer shall be prevented from receiving a salary by reason of the fact that he or she is a Director of the corporation.

ARTICLE 5. ADMINISTRATIVE PROVISIONS

5.1 Books and Records

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

5.2 Accounting Year

The accounting year of the corporation shall be the twelve months ending December 31st.

5.3 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 6. EXECUTIVE DIRECTOR AND EMPLOYEES 12



The Executive Director shall be appointed by the Board of Directors and shall perform such duties as may be assigned by the Board of Directors.

ARTICLE 7. CORPORATE LOGO

The logo of the Roofing Contractors Association of Washington is for the exclusive use of Association members in good standing. This use shall be limited to advertising or promoting members' general business activities. The logo may not be used on labels. The logo may not be used in advertising to promote any specific products by any member whatsoever. The use of the logo shall, in no way, represent an endorsement nor assumption of liability by the Association of the work performed or the products sold by the member using the logo.

ARTICLE 8. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors fixed by or in the manner provided by these Bylaws.

The foregoing Bylaws were adopted by the Board of Directors on March 22, 2007, amended November 3, 2011, and amended thereafter on February 8, 2017. 4th Amendment Returning the board to 11 Directors from 9 Directors November 27th, 2017, and amendment adopted by the Board of Directors on August 13, 2020. Address, phone number, and logo updated on October 19, 2021. RCAW Board Adopted these updated bylaws on February 9, 2023.

Amanda Fields
Executive Director.