



Bylaws of the Roof Coatings Manufacturers Association (RCMA)

Amended January 25, 2024

Article I – Purposes

The purpose of the Roof Coatings Manufacturers Association (hereinafter “Association” or “RCMA”) as stated in its certificate of incorporation is to perform such functions as shall promote and provide for the welfare of the liquid applied protective roof and industrial maintenance coatings and adhesives industries including, but not limited to, analyzing and informing the membership of conditions affecting or which may affect the industry, informing the membership of improved operating methods and procedures, conducting education and research activities, formulating or assisting in the formulation of tests and test methods for industry products, representing the industry in contacts and relations with other organizations, the government and the public, and, in general, engaging in all lawful activities which will enhance the technical and economic progress of the industry.

The Association also has such powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Illinois.

Article II – Offices

The Association shall maintain in the State of Illinois and in such other jurisdictions where it must qualify to do business a registered office and a registered agent at such office. The Association may have other offices within or without the State of Illinois.

Article III – Members

SECTION 1. CLASSES OF MEMBERS.

The Association shall have five classes of members which are required to pay annual dues as specified in Article XIII – Dues. The designation of such classes and the qualifications of the members of such classes shall be as follows:

a) **Principal Members.** Any firm, partnership or corporation engaged in the business of manufacturing (or selling private-labeled) (a) liquid applied protective roof coatings and adhesives; (b) liquid applied maintenance coatings, adhesives, patching, and repair compounds; or (c) liquid applied industrial coatings and adhesives; shall be eligible for membership as a Principal Member. The coatings described in this section shall include both bituminous-based and non-bituminous-based products. Principal Members are voting

members. Each Principal Member shall have the right to cast one vote at any meeting of the membership. Principal Members are eligible to have a qualified representative elected as a member of the Board of Directors or as an Officer. Qualified representatives of a Principal Member are eligible to be appointed as voting members of Association Committees and to serve as Chairperson of Association Committees. Principal Members shall have such other rights and privileges as may be designated by the Board of Directors from time to time.

(b) Associate Members. Any firm, partnership, or corporation engaged in the business of supplying products, equipment, machinery, or services to Principal Members for use in their businesses shall be eligible for membership as an Associate Member. Associate Members are voting members. Each Associate Member shall have the right to cast one vote at any meeting of the membership. Associate Members are eligible to have a qualified representative elected as a member of the Board of Directors or as an Officer, other than President. Qualified representatives of an Associate Member are eligible to be appointed as voting members of Association Committees and to serve as Chairperson of Association Committees. Associate Members shall have such other rights and privileges as may be designated by the Board of Directors from time to time.

(c) Affiliate Members. Any firm, partnership, or corporation engaged in the business of either the installation or distribution of the type of products produced by Principal Members (commonly called a contractor), or the design, specification, or inspection of construction systems that utilize the type of products produced by Principal Members (commonly called architects, specifiers or consultants) shall be eligible for membership as an Affiliate Member. Affiliate Members are non-voting members. Affiliate Members may attend meetings of the membership, other than any meeting of the membership held in Executive Session or as otherwise determined by the Board of Directors. Affiliate Members are not eligible to have a qualified representative elected as a member of the Board of Directors or as an Officer. Qualified representatives of an Affiliate Member are eligible to be appointed as non-voting members of Association Committees but shall not be eligible to serve as Chairperson of Association Committees. Affiliate Members shall have such other rights and privileges as may be designated by the Board of Directors from time to time.

(d) Public Sector Members. Any accredited institution of higher education, nonprofit organization, or governmental body shall be eligible for membership as a Public Sector Member. Public Sector Members are non-voting members. Public Sector Members may attend meetings of the membership, other than any meeting of the membership held in Executive Session or as otherwise determined by the Board of Directors. Public Sector Members are not eligible to have a qualified representative elected as a member of the Board of Directors or as an Officer. Qualified representatives of a Public Sector Member are eligible to be appointed as non-voting members of Association Committees but shall not be eligible to serve as Chairperson of Association Committees. Public Sector Members shall have such other rights and privileges as may be designated by the Board of Directors from time to time.

(e) Honorary Members. The Board of Directors may elect as Honorary Members any persons who have made significant contributions to the industry and are no longer affiliated with any entity that is currently a member of the Association or would qualify for membership if that entity would apply for membership. Honorary Members are non-voting members and shall be exempt for membership dues or assessments. Honorary Members may attend meetings of the membership, other than any meeting of the membership held in Executive Session or as otherwise determined by the Board of Directors. Honorary Members are not eligible for election as a member of the Board of Directors or as an Officer. Honorary Members are eligible to be appointed as non-voting members of Association Committees but shall not be eligible to serve as Chairperson of Association Committees. Honorary Members shall have such other rights and privileges as may be designated by the Board of Directors from time to time.

SECTION 2. APPLICATION FOR MEMBERSHIP.

Those firms, partnerships, or corporations which may from time to time seek membership in the Association shall apply therefor to the Association in writing, which application shall state the name, location, and nature of the business of the applicant and shall contain an agreement that if admitted to the membership the applicant and its representatives will observe all provisions of the Association's Articles of Incorporation, Bylaws, and Board-adopted policies and the applicant will pay all applicable dues and assessments. Applications for membership shall be referred to the Executive Director. Conferring with the Officers, if the Executive Director finds the applicant to be qualified for membership, such applicant shall be admitted to membership as a member of the appropriate class.

SECTION 3. TERMINATION OF MEMBERSHIP.

The Board of Directors, by affirmative vote of 2/3rds of all voting members thereof, may suspend or expel a member for cause after an appropriate hearing, and may, by majority vote of those present at any regularly constituted meeting, terminate the membership of a member who becomes ineligible for membership, or suspend or expel a member who shall be in default in the payment of dues for the period fixed in Article XIII of these Bylaws.

SECTION 4. RESIGNATION.

Any member may resign by filing a written resignation with Executive Director, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges for the then current year. A resigning member may not rejoin the Association as a member in good standing until any dues arrearages have been paid in full.

SECTION 5. REINSTATEMENT.

Upon written request signed by a former member and filed with the Executive Director, the Board of Directors may, by affirmative vote of 2/3rds of all voting members thereof, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 6. CHANGE OF CONTROL.

In the event a member's assets are totally or substantially transferred to another entity through merger, acquisition, or other cause, the member's membership may be transferred to the new entity for the remainder of the current membership term provided that all appropriate membership documents and the membership application are properly executed in the name of the new entity. When both entities hold membership, the lower class of membership is automatically terminated, and the highest class of membership is retained in the name of the surviving entity as of the effective date of the merger, acquisition, or other similar transaction.

Article IV – Meetings of Members

SECTION 1. ANNUAL MEETING.

An annual meeting of the members shall be held at such time as designated by the Board of Directors for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

SECTION 2. SPECIAL MEETINGS.

Special meetings of the members may be called either by the President, the Board of Directors, or not less than ten percent (10%) of the members having voting rights.

SECTION 3. PLACE OF MEETING.

The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal business office of the Association. Unless otherwise prohibited by law or these Bylaws, subject to the notice requirements set forth herein, meetings of Association membership may also be conducted by electronic means by which those members participating in the meeting may hear the proceedings and communicate with each other.

SECTION 4. NOTICE OF MEETINGS.

Written or electronic notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than ten (10) nor more than forty (40) days before the date of such meeting. In case of a special meeting or when required by statute or by the Bylaws, the purpose for which the meeting is called shall be deemed delivered when emailed to the member or deposited in the United States mail addressed to the member at the address as it appears on the member's records of the Association, with postage thereon paid.

SECTION 5. QUORUM AND VOTING.

The members holding twenty-five (25%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting; withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Each member entitled to vote shall appoint one (1) individual as the member's authorized representative (the "Authorized Representative") for purposes of voting at any meeting of the members. The member's Authorized Representative shall be designated in writing in advance of any such meeting according to procedures established by the Board of Directors.

SECTION 6. ACTION BY MEMBERS.

The act of a majority of the voting members represented at a duly called meeting of the members at which a quorum is present shall be the act of the membership, except as otherwise provided by law, by the Association's Articles of Incorporation, or by these Bylaws. Unless otherwise prohibited by law or these Bylaws, members entitled to vote may take action without a meeting by voting through United States Postal Service, postage prepaid, electronic mail or other electronic means.

Article V – Board of Directors

SECTION 1. GENERAL POWERS.

The affairs of the Association shall be managed by its Board of Directors.

SECTION 2. NUMBER AND TENURE.

There shall be not less than nine or more than thirteen directors. At least two directors shall be elected from among the representatives of the Associate Members and the balance elected from among the representatives of the Principal Members. Each director must represent a different member company; no individual may serve simultaneously on the Board of Directors as another individual from the same member company. Each director shall hold office for the term for which the individual is elected and until a successor shall have been elected and qualified.

SECTION 3. TERM.

The Directors will have staggered terms so that approximately one-third of Board seats become vacant each year. Directors shall serve for a term of three years; provided, however that the Board may create shorter terms for some directors' positions in order to stagger the number of terms that expire in any given year. There shall be no limit to the number of consecutive terms that a director may serve.

SECTION 4. ELIGIBILITY.

No person shall be eligible to be a director of the Association unless the individual shall be an employee of a Principal or Associate Member company. If any director shall cease to be employed by a Principal or Associate Member, the individual shall cease to be a director of the Association.

SECTION 5. REGULAR MEETINGS.

A regular annual meeting of the Board of Directors shall be held without other notice than these Bylaws, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 6. SPECIAL MEETINGS.

Special meetings of the Board of Directors may be called by or at the request of the President or any four directors. The officers may fix any place as the place for holding any special meeting of the Board.

SECTION 7. ELECTRONIC MEETINGS.

Directors may participate in and act at any meeting of the Board through the use of conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute presence and presence in person at the meeting of the person or persons so participating for purposes of Board action and determination of quorum.

SECTION 8. NOTICE.

Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written or electronic notice to each director at the address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If emailed, such notice shall be deemed to be delivered when the electronic communication has been sent to the email address as shown by the records of the Association. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

SECTION 9. QUORUM.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

SECTION 10. MANNER OF ACTING.

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the Bylaws, or the articles of incorporation. Proxy voting shall not be permitted.

SECTION 11. VACANCIES.

Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors unless the Articles of Incorporation, a statute, or these Bylaws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision will control. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

SECTION 12. RESIGNATION.

A director may resign at any time by written notice delivered to the Board of Directors, its President, or to the Secretary. A resignation is effective when the notice is delivered unless the notice specifies another date. The pending vacancy may be filled before the effective date of resignation, but the successor shall not take office until the effective date.

SECTION 13. REMOVAL.

A director(s) may be removed by the affirmative vote of 2/3rds of the voting members of the Association voting either in person or by proxy. No director shall be removed at a meeting of the voting members unless the written notice of such meeting is delivered to all voting members on the removal of the director(s). Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director(s) may be removed at such meeting.

SECTION 14. COMPENSATION.

Directors shall not be entitled to compensation for their service as a director but may be reimbursed for out of pocket expenses incurred directly for the benefit of the association and approved by the Board of Directors or pursuant to the association's reimbursement policy.

Article VI – Officers

SECTION 1. OFFICERS.

The officers of the Association shall be comprised of a President, two Vice Presidents, a Treasurer, and a Secretary. The positions of Treasurer and Secretary may be held by the same individual.

SECTION 2. ELECTION AND TERM OF OFFICE.

The officers of the Association shall be elected by the Board of Directors from among its members at the regular annual meeting of the Board of Directors. Officers shall be elected for a term of two (2) years. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and shall have qualified to serve or until the individual shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 3. REMOVAL

Any officer elected or appointed by the Board of Directors may be removed by two-thirds vote of the Board of Directors acting at a meeting where a quorum is present and whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. In the event of such proposed removal, the officer who is the subject of the removal shall be provided with prior written notice of the proposed removal, the grounds therefore and an opportunity to respond in person and/or in writing to the Board.

SECTION 4. PRESIDENT

The President shall be the principal executive officer of the Association. Subject to the direction and control of the Board of Directors, the President shall be in charge of the business and affairs of the Association; the President shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, the President shall discharge all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors. The President shall preside at all meetings of the members and of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Association or a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws, the President may execute for the Association any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and the President may accomplish such execution either under or without the seal of the Association and either individually or with the Secretary-Treasurer or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. The President may vote all securities which the Association is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Association by the Board of Directors.

SECTION 5. VICE PRESIDENTS

There shall be two Vice Presidents—one elected from among the directors representing the Principal Members and one from among the directors representing the Associate Members. The Vice Presidents shall assist the President in the discharge of the duties of the office of the President as the President may direct and shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors. In the absence of the President or in the event of the inability of the President or refusal to act by the President, the Board shall select one of the Vice Presidents to perform the duties of the President and when so acting, that person shall have all the powers of and be subject to all the restrictions upon the President.

SECTION 6. TREASURER

The Treasurer in coordination with the Executive Director shall ensure maintenance of adequate books of account for the association, shall oversee the funds and securities of the association and be responsible therefore, and be responsible for the receipt and disbursement subject to the applicable budget thereof and such other duties as from time to time may be assigned by the President or the Board.

SECTION 7. SECRETARY

The Secretary shall confer regularly with association staff with regard to minutes of meetings and perform such other duties incident to the office of secretary. Subject to the approval of the Board of Directors, one or more of the duties of the Secretary may be delegated to another person.

Article VII – Committees

SECTION 1. EXECUTIVE COMMITTEE.



There shall be an Executive Committee of the Association comprised of the President, two Vice Presidents, the Secretary and the Treasurer. Between meetings of the Board of Directors, the Executive Committee may exercise the powers of the Board in the management of the Affairs of the Association, except as otherwise limited by law. A majority of the Executive Committee shall constitute a quorum. The Executive Committee shall keep minutes of its meetings and shall report all actions taken by it to the Board of Directors at the first meeting of the Board following the taking of such action. The Executive Committee shall meet at the call of the President or any two officers of the Association.

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SECTION 2. OTHER COMMITTEES.

The Board of Directors may from time to time appoint, or authorize the appointment of, standing, special, or advisory committees from among its own number or otherwise, and may define the powers and duties of such committees. The President shall appoint the chairs of each standing, special or advisory committee appointed or authorized by the Board.

SECTION 3. TERM OF OFFICE.

Each member of a committee shall continue as such until the committee shall be terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. Any member of a committee selected as chairman may serve unlimited two (2) year terms.

SECTION 4. VACANCIES.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 5. QUORUM.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 6. NOMINATING COMMITTEE.

There shall be a Nominating Committee appointed by the President with the advice and consent of the Board of Directors. The committee shall be comprised of the current President and at least four additional members who are current Board of Directors or have been past Presidents. The Nominating Committee shall present a slate of directors and officers. Such slate shall be advisory only. The members may elect as Directors individuals not on the slate and the Directors may elect as officers individuals not on the slate.

Article VIII – Action Without a Meeting

Any action required to be taken at a meeting of the members or the Board of Directors, or any action which may be taken at a meeting of the members or the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the members, or all of the Directors, as the case may be, is filed in the minutes of the proceedings of the members, or of the Board. Such consent shall have the same effect as a unanimous vote.

Article IX – Contracts, Checks, Deposits and Funds

SECTION 1. CONTRACTS.

The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers as 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 special instances.

SECTION 2. CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be paid in accordance with Board approved policy and budget.

SECTION 3. DEPOSITS.

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Article X – Books and Records

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

Article XI – Fiscal Year

The fiscal year of the Association shall be fixed by resolution of the Board of Directors.

Article XII – Dues

SECTION 1. ANNUAL DUES.

The Board of Directors shall establish the initiation fee, if any, and the annual dues of members, and the date for payment thereof, by the affirmative vote of 2/3rds of all directors. The Board of Directors may, by 2/3rds vote of all directors, establish qualifications of members for dues purposes and establish different dues for different classes. The Board of Directors may make special arrangements for payment of dues by new members, or by other members, for limited periods of time, as in its sole discretion seems justified. Such special arrangements shall be established by the affirmative vote of 2/3rds of all directors.

SECTION 2. ASSESSMENTS.

The Board of Directors may levy special assessments on the same proportionate basis as annual dues by affirmative vote of 2/3rds of all directors, payable as specified by the directors; provided, however, that no special assessment shall be in an amount greater than the amount of the annual dues payable by the class of members upon whom any special assessment is levied.

SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP.

When any member has neither paid its membership dues nor set up a payment plan with the Executive Director by April 15 in the year that dues become payable, its membership may thereupon be terminated by the Board of Directors in the manner provided in Article III of these Bylaws.

Article XIII – Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois 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 XIV – Executive Director

The Board of Directors shall approve an Executive Director, who may be an employee of a management firm retained by the Association, to direct and administer the affairs of the Association, subject to the general direction and supervision of the Board of Directors and the officers of the Association, and to perform such duties as assigned from time to time by the Board of Directors.

Article XV – Legal Counsel

The Board of Directors may retain legal counsel who shall be kept fully advised of and consulted with respect to all Association and committee activities and who shall be in attendance at all meetings of the Association and its Board of Directors unless otherwise instructed by the Board of Directors or the Executive Director.

Article XVI – Indemnification

To the extent permitted by law, any person made a party to or threatened with any civil, criminal, or administrative action, suit, or proceeding by reason of the fact that the individual is or was a director or

officer of the Association may be indemnified by the Association against the reasonable expenses, including attorney's fees, actually and reasonably incurred by him in connection with such action, suit, or proceeding, or in connection with any appeal therein, except as to matters as to which such director or officer is guilty of negligence or misconduct in the performance of their duties. Such indemnification shall not be deemed exclusive of any other rights to indemnification which such director or officer may be entitled apart from this Bylaw provision. The Association may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Association against any liability asserted against the director or officer and incurred by the director or officer in such capacity, or arising out of the director's or officer's status as such, whether or not the Association would have the power to indemnify the director or officer against such liability.

Article XVII – Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at any regular or special meeting of the Board of Directors at which a quorum is present by affirmative vote of 2/3rds of the Directors present at such meeting, provided that at least fifteen (15) days' written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at such meeting.

Article XVIII – Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

Article XIX – Dissolution

On dissolution of the Association, any funds that are remaining shall be distributed to one or more 501c6 or 501c3 organizations to be selected by the Board of Directors.