

SAMPLE NARI CHAPTER BYLAWS-

- **Fill in highlighted portions only.**
- **No other changes to these bylaws are recommended. If edits are made, they must be approved by NARI Corporate Counsel prior to official chartering (so please high light any additional changes)**

BYLAWS OF Southern Maryland NARI

Adopted *(date)*

ARTICLE I – NAME AND LOCATION

1. The name of the organization shall be **Greater Baltimore Area NARI**, hereinafter referred to as the Association.
2. The principal office of the Association shall be located in the _____, State of Maryland.
3. The Association shall be incorporated as a not-for-profit corporation in the State of Maryland and shall at all times be in compliance with the laws of said state.
4. Charter issued by the National Association of the Remodeling Industry (NARI) shall determine the geographical area covered by the Association.

ARTICLE II – DEFINITION AND PURPOSE

1. The Association shall serve members of the residential/light commercial remodeling Industry, hereinafter referred to as the industry, and is defined to include those contractors, manufacturers, lenders, wholesale distributors, retailers, utilities, and other firms and individuals having an interest in the industry.
2. The purposes of the Association shall be:
 - a. To promote the common business interests of those engaged in the industry.
 - b. To encourage ethical conduct, good business practices and professionalism in the industry.
 - c. To foster, by all legal means, the common purposed of its members.
 - d. To sponsor educational programs and activities for the benefit and enlightenment of its members.
 - e. To conduct programs to inform the public of the need for, and the advantages of, maintaining homes and buildings in good condition, and thereby improve the housing and building inventory of the community.
 - f. To promote such legislation and regulations, which can help, stimulate remodeling and to promote corrective action for those laws, rules, or regulations which tend to stifle or impede the industry.

- g. To support and encourage other agencies to train a skilled labor force for the industry.
- h. To conduct or engage in all lawful activities in furtherance of the stated purposes or those incidental to them.

ARTICLE III – MEMBERSHIP

1. Categories of membership in the Association:
 - a. Contractors – both general and specialty
 - b. Associate – suppliers, vendors, and others with an interest in the industry
 - c. Honorary – those persons or firms elected by the Board of Directors to honorary membership in the Association.
 - d. Students – Students enrolled full time in construction/remodeling courses
2. Eligibility: Applicants for membership shall have been actively involved in the remodeling industry for a minimum of one year and shall have been acting in compliance with the NARI Code of Ethics, and who shall agree to abide by the Association bylaws.
3. Voting Rights: Each member shall be entitled to one vote on each matter submitted to a vote of the members. Honorary members have no vote.
4. Termination of Membership: Membership in the Association shall cease when a person or firm leaves the industry or fails to pay the required dues. Termination for any other cause shall occur only by action of the Board of Directors, when the NARI Grievance Procedure has been followed.
5. Resignation: Any member may resign by filing written notice to the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges owing and unpaid. Nor shall it entitle the member to a refund of any dues previously paid.
6. Reinstatement: A member may be reinstated upon proof of eligibility and the payment of any dues, assessments, reinstatement fees, or other obligation to the Association

ARTICLE IV – MEETINGS OF MEMBERS

1. Annual Meeting: An annual meeting of members shall be held each year in the anniversary month of the Association's formation, or as soon thereafter is as practical. The meeting shall be held at such time and place as may be prescribed by a resolution of the Board of Directors and shall be specified in the notice of such meeting. The meeting will be held for the purpose of electing officers and directors and for the transaction of such other business as may come before the meeting. If the election of officers and directors is not held on the day designated herein for any annual meeting,

or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as is practical.

2. **Special Meetings:** Special Meetings of members may be called by the Board of Directors, or by written petition of not less than one tenth (1/10th) of the members. Notice of any special meeting shall state the reason for the meeting and no other business shall be transacted at such meeting.
3. **Place of Meeting:** The Board of Directors may designate any place as the place of any annual or 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 registered office of the corporation; but if all members shall meet at any time and place, and consent to the holding of a meeting, that meeting shall be valid, without call or notice, and at such meeting any Association action may be taken.
4. **Notice of Meetings:** Written notice, stating the place, day and hour of any meeting of members shall be delivered by mail, facsimile, or electronic communication to each member entitled to vote at such meeting. Notice shall be delivered not less than seven, nor more than 50 days before the date of such meeting, by or at the direction of the President or the Secretary, or the officers or persons calling the meeting. In the case of the annual meeting, an announcement may be published in the newsletter or bulletin of the Association and shall be considered notice if delivery falls into the time required for notice by these bylaws or by statute.
5. **Quorum:** At any duly called meeting of members, a quorum shall consist of twenty-five percent (25%) of the members entitled to vote, present in person or by proxy. Unless required by statute or these bylaws, a majority vote shall be required for the adoption of any matter presented for a vote. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.
6. **Voting by Mail:** Where directors or officers are to be elected or these bylaws amended, such election may be conducted by mail in such manner as the Board of Directors may prescribe, provided such mail vote is in compliance with requirements of statute and these bylaws.

ARTICLE V – BOARD OF DIRECTORS

1. **General Powers:** The affairs of the Association shall be managed by its Board of Directors, hereinafter referred to as the Board, who shall determine its policies and procedures, its publications and public positions. The Board shall be the interpreter of these bylaws and of Association policy, and may consult counsel for advice in such interpretation.
2. **Number, Tenure and Qualifications:** The number of directors shall be [REDACTED] and shall consist of the President, Vice President, Secretary, Treasurer (or Secretary-Treasurer), the immediate past president, and such other officers as the Board may prescribe and

directors. Each director shall take office on the first day of the Association's fiscal year and shall hold office until the last day of that fiscal year and until his successor shall have been elected and qualified. Unless elected to an officer position, no person may serve more than three (3) consecutive terms on the Board.

3. Meetings: The Board shall meet at such times and places as it may designate, provided that it shall meet not less than once each fiscal year. The Secretary in the manner prescribed by the Board shall give notice of such meetings.
4. Special Meetings: Special meetings of the Board may be called by the President or at the request of any four directors. Notice of special meetings shall be given at least two days previous to the meeting, by mail, facsimile or electronic communication and shall state the day, hour and place of the meeting. The notice shall further state the purpose of such special meeting and no other business shall be discussed. The attendance by any director at any special meeting shall constitute a waiver of notice of such meeting.
5. Quorum: A majority of the Board, present in person, shall constitute a quorum for the transaction of its business at any meeting of the Board. Board members may not vote by proxy. If less than a quorum is present, a majority of the Directors present may adjourn the meeting without further notice.
6. Manner of Acting: The act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute or these bylaws.
7. Vacancies: Any vacancy occurring on the Board and any directorship to be filled by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining Directors, even if less than a quorum. A Director appointed to fill a vacancy shall serve for the unexpired term of his predecessor.
8. Compensation: Directors shall not receive any compensation for their service, but the Board may authorize reimbursement for reasonable and necessary expenses incurred by directors in fulfilling their responsibilities.

ARTICLE VI – OFFICERS

1. Elective Officers: The elective officers of the Association shall be a President, Vice President, Secretary, Treasurer (or Secretary-Treasurer), Immediate Past President, and such other officers as may be elected in accordance with the provisions of this article. The Board may, from time to time, elect or appoint such other officers as it shall deem desirable or necessary to carry out the work of the Association. Such officers shall have the authority and perform the duties assigned to them by the Board. With the exception of Secretary and Treasurer, the same person may hold no two offices at the same time.
2. Election and Term of Office: The President, Vice President, Secretary and Treasurer (or Secretary-Treasurer) of the Association shall be elected annually by the members at the

Annual meeting of the members. If an election shall not be held at any annual meeting, such election shall be held as soon thereafter as is practical. Each officer shall take office on the first day of the Association's fiscal year and shall serve one term or until his successor shall have been elected and qualified.

3. Removal: Any officer or director who fails to attend three (3) regular or special meetings of the Board, may be removed from the Board by the affirmative votes of two-thirds (2/3) of the directors at any meeting where a quorum is present. With the exception of removal for non-attendance, no officer or director shall be removed except by an affirmative vote of a majority of the members entitled to vote.
4. Vacancies: A vacancy in any office because of the death, resignation, removal, or otherwise, may be filled by the Board for the remainder of the unexpired term.
5. President: The President shall be the principal elected officer of the Association. He shall preside at all meetings of the Board and the members. He may sign, with one other officer or the Executive Director, any deeds, mortgages, contracts, or other instruments which have been authorized by the Board of Directors, except in those cases where the signing and execution thereof has been delegated by the Board, these bylaws or by statute to some other officer or agent of the Association. In general, he shall perform all duties incident to the office of President and such other duties as may be assigned by the Board from time to time.
6. Vice President: In the absence of the President, or in the case of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the authority of and be subject to the restrictions upon the President. He shall be the liaison between the Membership Committee and the Board and shall oversee all membership recruitment and retention efforts of the Association. He shall perform such other duties as may be assigned to him from time to time.
7. Treasurer: The Treasurer shall have charge and custody of the funds and securities of the Association. He shall be responsible for the collecting and receipt of all monies due to the Association, the prompt payment of any financial obligations, and the annual filing of tax returns as required by the state and Internal Revenue Service. He shall ensure the prompt deposit of all monies in the name of the Association in such banks or depositories as may be designated by the Board. He shall report the financial condition of the Association to the Board at each of its meetings, to the members at the annual meeting, and at such other times as requested to do so by the President or the Board. He shall prepare or oversee preparation of an annual budget for approval by the Board at its first meeting of each fiscal year. He shall in general, perform all duties incident to the office of Treasurer.
8. Secretary: The Secretary shall keep the minutes of the annual meeting of members and of all meetings of the Board of Directors in one or more books or electronic data storage provided for that purpose. He shall see that all notices are given in accordance with the provisions of these bylaws, or as required by law. He shall be responsible of the filing

of reports of the corporation as may be required by law. He shall keep, or oversee the keeping of, a list of the name and post office address of each member; and shall, in general, perform all duties incident to the office of Secretary.

9. Appointed Officer – Executive Director: The Board may employ a salaried employee, who shall have the title of Executive Director, who shall be the chief administrative officer of the Association and who shall report to the Board. He shall perform all such duties as may be prescribed by the Board in an *Executive Director Job Description*. He shall have the authority, subject to budget limitations, to hire such other employees as may be necessary to maintain the records and carry out the work of the Association. Such employees shall report to and be supervised by the Executive Director.

ARTICLE VII – COMMITTEES

1. Standing Committees, Subcommittees, and Task Forces: The Board may designate and appoint such standing committees, subcommittees, and task forces as it deems necessary to conduct the activities of the Association. The president, with the approval of the Board, will appoint the chairman of each committee.
2. Term of Office: Each member appointed to be a member of a committee shall continue to serve as such until the last day of the fiscal year in which he was appointed and until his successor is appointed, unless the committee be sooner terminated by the Board.
3. Limits of Authority: No committee or committee member may do any of the following: a) authorize expenditures that have not been authorized by the Board or the approved committee budget; b) elect, appoint, or remove members of committees; c) submit a report to the members without first submitting the report to the Board.

ARTICLE VIII – CONTRACTS, CHECKS, DEPOSITS, FUNDS

1. Contracts: The Board may authorize any officer or officers, agent, or employee of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.
2. Checks and Funds: All checks, drafts, or orders for the payment of money, notes, or other such evidence of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or employee of the Association and in such manner as shall be determined from time to time by the Board. Each check shall bear two authorized signatures.
3. Deposits: All funds of the Association shall be deposited to the credit of the Association in such banks or depositories, as the Board of Directors shall select.
4. Gifts: The Board may accept, on behalf of the Association, any contribution, gift, bequest or devise for the general or any special purpose of the Association.

ARTICLE IX – BOOKS AND RECORDS

1. Books and Records: The Association shall keep correct and complete books and records of account and shall also keep minutes of the official proceedings of its members, Board of Directors and committees having any authority of the Board. It shall keep at its registered or principal office a record of the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.
2. Annual Examination: The financial records of the Association shall be examined annually by a committee appointed for such purpose. At least one member of the committee shall be a non-board member. A professional retained for such purpose may assist them. A report of such examination shall be made to the Board and shall be retained as part of the permanent records of the Association.

ARTICLE X – FISCAL YEAR AND DUES

1. Fiscal Year: The fiscal year of the Association shall begin on the first day of (month) and shall end on the last day of (month) each year.
2. Dues: The Board of Directors shall determine from time to time, the amount of such initiation fee and annual dues payable to the Association by members of each category. Such dues shall include any amount due and payable to NARI. Dues shall be payable in advance for a period of twelve months following election to membership, and shall be payable in advance every anniversary month thereafter as long as membership is maintained. Dues are not refundable in whole or in part.

ARTICLE XI – PARLIAMENTARY AUTHORITY

1. All meetings of the Association members, the Board and committees shall be conducted in accordance with the most current edition of *The Standard Code of Parliamentary Procedure*, by Sturgis.

ARTICLE XII- INDEMNIFICATION

1. The Association shall indemnify, to the fullest extent provided by law, any Officer, Director, Employee, Agent, or Volunteer, who was or is made party to any action suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he, or a person of which he is the legal representation, is or was, a Director, Officer, Employee, Agent or Volunteer of the Association, or is or was serving at the request of the Association in any official or informal capacity.
2. Insurance: The Association, at its expense, may maintain insurance to protect itself and any such Officer, Director, Employee, Agent, or Volunteer against any liability or loss in connection with their service to the Association.

ARTICLE XIII – DISSOLUTION

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

ARTICLE XIV – AMENDMENTS

1. Approval: These bylaws may be amended, altered, or repealed, in whole or in part, and new bylaws may be adopted by the Board of Directors, with the approval of a majority of the members present in person or by proxy at any annual or special meeting, provided that notice of such amendments have been sent to the members thirty days in advance of such meeting, or by a majority of the members voting by mail in accordance with these bylaws.
2. Requirements for Approval: Written notice, including a copy of a summary of amendment(s) may be communicated in the Association's monthly newsletter, or may be mailed directly to the members.

ARTICLE XV – DEFINITIONS, GENDER

1. Definitions:
 - a. Association shall mean the name of the chapter.
 - b. Board shall mean the Board of Directors of the chapter.
 - c. Member shall mean any person, firm, partnership or corporation entitled to vote on any matter before the Association.
2. Gender: The use of the masculine gender in these bylaws shall be construed to mean a person if either the male or female gender.