



# BYLAWS

Current and updated as of the November 6, 2022  
Board of Directors Meeting  
Changes made to reflect voting and email notifications.

NORTH AMERICAN DECK AND RAILING ASSOCIATION, INC.

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# NORTH AMERICAN DECK AND RAILING ASSOCIATION, INC.

## **ARTICLE I**

### **Name**

The name of the Association shall be the NORTH AMERICAN DECK AND RAILING ASSOCIATION, INC., a Georgia corporation, hereinafter referred to as the "Association" or by the acronym "NADRA".

## **ARTICLE II**

### **Principal Place of Business**

The principal office of the Association and its official mailing address shall be the established office as designated by the Board of Directors.

## **ARTICLE III**

### **Mission**

Section 1. The mission of the North American Deck and Railing Association is to provide a unified source for the professional development, promotion, growth, and sustenance of the Deck and Railing industry in North America so that members can exceed the expectations of their customers.

Section 2. The corporation is organized for purposes permitted for organizations exempt under Section 501 (c) (6) of the Internal Revenue Code or corresponding section of any future federal tax code.

## **ARTICLE IV**

### **Association Insignia**

Section 1. The Association shall approve and adopt an insignia which shall appear on the Association's stationery and shall be of a design suitable to the deck and railing industry and the character of the Association.

Section 2. The Association has registered the insignia as their Association trademark and reserves its use to the Association membership in accordance with these Bylaws.

Section 3. In addition to the executive office of the Association the insignia may be used by members of the Association only while they are current in the Association.

Section 4. The Board of Directors, at its discretion, may authorize, from time to time, as it deems necessary and beneficial to the Association, the use of the Association insignia. Such authorization may be withdrawn at any time, upon reasonable notice to the previously authorized party, by decision of the Board of Directors.

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## **ARTICLE V**

### **Finances, Dues, Assessments**

Section 1. The fiscal year of the Association shall be October 1 through September 30.

Section 2. The budget expenditures for the ensuing fiscal year shall be prepared by the Treasurer and be submitted to the Board of Directors a sufficient time before the first meeting of the fiscal year, and shall become effective upon approval by the Board of Directors at that meeting.

Section 3. Dues and assessments shall be determined by the Board of Directors. They shall be remitted to the Association office, recorded, processed, and reported to the Treasurer.

Section 4. Any member, who fails to pay their dues or assessments within 90 days from the due date (the anniversary date of joining), shall be suspended unless, by a majority vote of the Board of Directors present at a regular or special meeting, other action or disposition is directed. A member suspended from the Association for nonpayment of dues and/or assessments made may be reinstated to membership without break in years of service upon payment to the Association of the dues and/or assessments in arrears.

Section 5. Financial records shall be maintained at the Association office. All transactions are reportable to the Treasurer, in a timely manner. A log shall be maintained that shows checks expended, and income received for all accounts. All records representing the Association accounts shall be shown in an annual financial statement prepared by NADRA's accountant until the association reaches net profit of over \$750,000K. At such time an audit, by an independent auditor appointed by the Board of Directors will be performed. The completed audit report shall be provided to the Board of Directors.

## **ARTICLE VI**

### **Membership**

Section 1. Categories of Membership - The Association shall have five categories of members. The designation of such categories and the qualifications shall be as follows:

1) Active Membership - Any business entity or organization which is engaged in the deck and railing business, the manufacture, supply, sale of parts or components thereof may be admitted to full and active membership. (Contractors, Builders, Distributors/Dealers, Material Manufacturer - Products) Eligible to hold an elective office and have a vote.

2) Branch Membership - An affiliate of an active member who does business in a location other than the active member. Branch Members may hold an elected office in the Association. At any given time only one active member can run for office whether the primary or a branch.

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(a) Any firm, corporation or business entity under common ownership or economic control is entitled to one active membership; all other members must be branch memberships. The Board of Directors shall, in its sole discretion, determine whether the business entity or organization is under common economic control.

3) Associate Membership - Professionals engaged in a business supplying services to the industry. (Landscape Architect, Architect, Designer, Engineer, Building Inspector/Official, etc.) Eligible to hold an elective office and have a vote.

4) Reciprocal Membership: Trade associations having common interest in the deck and railing industry. Eligible to hold an elective office and have a vote. The Board of Directors shall, in its sole discretion, determine whether to admit such an association as a member. Such reciprocal memberships, in lieu of annual dues, shall instead grant to NADRA a similar membership status within their association membership.

5) Allied Membership: Organizations having common interest in the deck and railing industry. Eligible to hold an elective office and have a vote.

6) Retired Membership - Any member who has retired from an active full membership is eligible. They cannot be affiliated with a deck and railing company or any other related deck and railing business. They shall have full privilege and recognition as that of an active member.

Section 2. Membership is held in the name of a firm or corporation. Such a firm or corporation shall designate one person who shall thereafter exercise the voting power of the membership.

At all meetings of the membership, no member shall have more than one vote.

Section 3. Code of Ethics - The Association shall have a Code of Ethics. Such Code of Ethics shall appear on the Association website in its most current form. The Code of Ethics may be modified by a two-thirds vote of the Board of Directors. Any changes to the Code of Ethics shall be expediently noticed to the membership by email and by mail, as well as, posted to the website.

Section 3.1. Membership Application - The membership application form shall include the language of the Code of Ethics as then in force by the Association.

Section 3.2. Application and Approval Procedures - Firms meeting the above requirements may be admitted to membership in this Association provided they submit a signed application on the membership form provided by this Association accompanied by remittance covering dues, except as in the case of Reciprocal Memberships. By signing the application, firms agree to uphold the Code of Ethics then in force.

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Section 4. Any member may withdraw from the Association by delivering to the Association headquarters a written resignation, such resignation to take effect at the time and date specified therein. All financial obligations owed to the Association shall be paid in full by the withdrawing member at the time of delivering such resignation.

Section 5. For cause, any membership may be suspended or terminated. Sufficient cause for suspension or termination of membership shall be violation of the Code of Ethics, Bylaws or failure to meet the requirements of membership as set out in this Article. Such suspension or expulsion shall be by a two-thirds affirmative vote of the members of the Board of Directors present at a regular or special meeting called for that purpose; provided that a statement of the charges shall have been mailed by registered mail to the last recorded address of the member at least fifteen (15) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be listed, and the member shall have the opportunity to appear in person or by representative and present any defense to such charges before action is taken thereon.

### **ARTICLE VII** **Meetings of Membership**

Section 1. One annual general meeting of the members of the Association shall be held at a time and place to be determined by the Board of Directors. One annual general meeting of the members of the Association shall be held at a time and place to be determined by the Board of Directors. Notice of all meetings shall be emailed to each member setting forth the place, date and time of the meeting. Notice shall be emailed to each member no fewer than 10 days nor more than 60 days before the meeting date. If matters will be considered at a meeting that, under applicable law, must be approved by the members, notice of the meeting shall include a description of the matter.

Section 2. Special meetings of the Association may be called by the President or by the Board of Directors, or upon written request by one-third of the members. Notice of any special meeting shall include a description of the matter or matters for which the meeting is called.

Section 3. A majority of members present at the general membership meeting of the Association shall constitute a quorum. Unless 20 percent or more of the members entitled to vote are present in person or by proxy, the only matters that may be voted upon at an annual meeting of the members are those matters that are described in the meeting notice.

Section 4. "Antitrust Compliance. The objectives and activities of NADRA shall at all times comply with all applicable laws. This compliance shall include strict adherence to the requirements of all antitrust laws including the Sherman Act, the Clayton Act, and the Federal Trade Commission Act, as currently enacted. All meetings of NADRA, its committees and its chapters shall begin with a reminder of this compliance requirement."

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**ARTICLE VIII**  
**Nominations and Elections**

Section 1.

1) All nominations must be on the nomination form provided by the Association. A designated representative of a current member may nominate or be nominated. The form must be signed by the nominating member representative and by the nominated member representative. A member representative may nominate himself/herself.

2) Written nominations for the positions must be sent to the Association office and must be postmarked no later than thirty (30) days preceding the election.

3) The Association office will send a list of nominees to all members of the Board of Directors with notice of proposed election thirty (30) days prior to the election.

Section 2. The Board of Directors will be elected at the annual membership meeting, or in default of such meeting, then at a special meeting called for that purpose. The officers and directors so elected shall take office at the first directors meeting normally scheduled immediately following the annual membership meeting.

1) To be elected, a candidate must receive a simple majority vote of those present.

2) All candidates and their representatives shall be given an opportunity to speak on their behalf.

3) Balloting shall be secret with the tally counted by the three (3) person Tellers Committee appointed by the Board of Directors. Ballots shall be delivered to the Association office in a sealed envelope for archival and audit purposes immediately at the conclusion of the election process.

Section 3. The President Elect, Vice President, Secretary, and Treasurer shall be elected from among the twelve incumbent and newly elected Directors.

Section 4. The office of Treasurer shall be for a term of two (2) years. All other offices shall also be for a term of two (2) years.

Section 5. Qualifications for election of Officers and Directors

In order to be eligible to serve as in the following offices, the:

Vice President, Secretary: Must have served one full year as a Director.

Treasurer: Must have served two full years as a Director.

President Elect: Must have served one term on the Executive Committee.

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All positions described above must be filled by the designated voting representative of a current, eligible member firm of the Association. The director seat is then held by the representative alone, not by the member firm.

Section 6. The Board of Directors by majority vote may appoint "NON VOTING RECIPROCAL SEATS" on the Board of Directors to other Allied Organizations in the interest of sharing information. This seat has a term of one (1) year and is to be issued and/or renewed at a Board of Directors Meeting annually. Each Seat shall be occupied by a member in good standing of the Allied Organization that is issued the Seat. Each Seat shall be held at the pleasure of the Board of Directors and may be removed by the Board at any time with or without reasonable cause, by a two-thirds affirmative vote of the entire Board of Directors.

### **ARTICLE IX** **Chapters**

Section 1. A Chapter shall be organized in any area the Board of Directors feels the need exists, due to the deck and railing industry activity. When there are ten (10) members of NADRA in an area it shall be recognized as a Chapter capable of operating its internal affairs; provided:

Section 2. That the organization of members will elect a President, Vice President, Secretary, and treasurer, (only one representative from a company may be an officer at any given time) and adopt Bylaws which do not conflict with these NORTH AMERICAN DECK AND RAILING ASSOCIATION Bylaws. The Bylaws and any changes thereto must be submitted to the Association Board of Directors for approval.

Section 3. Such Chapters will be chartered by the Association only after approval by a majority vote by the Board of Directors.

Section 4. Upon dissolution of a Chapter, all remaining assets shall be distributed to the Association within the meaning of Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code. Said assets shall be used by the Association for general purposes.

### **ARTICLE X** **Board of Directors**

Section 1. The business, property and affairs of the Association shall be managed by a Board of Directors. A majority shall constitute a quorum.

Section 2 At the first Directors meeting normally scheduled on or shortly after the annual membership meeting, the current Board of Directors will be replaced with the newly voted officers and board of directors with the President becoming the immediate Past President.



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Section 3. The Board of Directors shall consist of: a) elected members, who serve a three year term and are then eligible for re-election, and b) the immediate past president.

Section 4. A Director shall cease to be a Director for the Association:

- 1) If they become mentally incompetent or are found to be so by a court of competent jurisdiction; or
- 2) If they cease to be a member of the Association or represent a member of the Association, except that a Director may fulfill the remainder of his/her term, if within a period of sixty (60) days following such cessation, he/she becomes the representative of (a) an existing member; or (b) a new member; or
- 3) Upon acceptance by the Board of Directors of a written resignation as a Director; or
- 4) If the members of the Association shall pass a resolution to remove such Director by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given.

Section 5. Any vacancy on the Board of Directors occurring for just reason or cause shall be filled as an appointment by the President for approval by the Board of Directors at the next meeting.

Section 6. Every question considered by the Board of Directors shall be determined by a majority vote of the Directors present unless otherwise provided herein, and in the case of an equality of votes, the Chairman presiding at the meeting shall have a second or deciding vote.

Section 7. Meetings of the Board of Directors may be called by the order of the President or any two Directors at such time and at such place as they may determine or may be fixed by resolution of the Board of Directors.

Notice of the following meetings of the Board of Directors shall be delivered in writing at least ten (10) days prior to the date fixed thereof. Meetings may be conducted using teleconferencing methods provided other provisions governing the meetings are met. Meetings may be held without written notice provided that all the Directors are present or those absent have waived notice or have otherwise signified in writing their consent to the meeting being held in their absence. Such waiver of notice or consent may be given either before or after the meeting.

Section 8. At any meeting which a Director or Directors has or have been appointed to fill a vacancy or vacancies on the Board, no notice of such meeting shall be necessary to the newly appointed Director or Directors, as the case may be in order to legally constitute the meeting.

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Section 9. No Director shall receive any remuneration of their services as such but, pursuant to the resolution of the Board of Directors, they may be reimbursed for expenses incurred in the performance of their duties as Director.

Section 10. All such explicit and implied powers of the Association not regulated by the Articles of Incorporation, or the Bylaws, may be exercised by the Directors.

Section 11. The Directors shall have the power to authorize expenditures on behalf of the Association from time to time. Any two of the President, President Elect, or Vice President shall have the power to authorize expenditures on behalf of the Association from time to time up to and including a limit for any single expenditure which will be determined by the Board of Directors.

Section 12. The Executive Committee shall have the power to recommend the employment and rate of compensation of professional management to the Board of Directors for approval.

### **Officers**

Section 13. The officers shall be a President, a Vice President, a Secretary, a Treasurer, and an Immediate Past President. A vacancy occurring from time to time in any office shall be filled forthwith by the Board of Directors from among its members.

Section 14. The Board of Directors may engage such management for the Association as it shall deem necessary. They shall perform such duties as shall be prescribed by the Board at the time of such engagement and the Board shall have the power to set compensation.

Section 15. Every officer of the Association shall hold office at the pleasure of the Board of Directors and may be removed by the Board of Directors at any time with or without reasonable cause, by a two-thirds affirmative vote of the entire Board of Directors.

Section 16. The Executive Committee shall be comprised of the officers. The Executive Committee may be empowered to act on Association business in the interim between meetings. They shall report actions taken to the Board of Directors by communication or at the next scheduled meeting for Board approval.

Section 17. The Board of Directors may appoint one or more assistant secretaries and one or more assistant treasurers and such other officers as the Board deems necessary. No officer appointed under the provisions of this Section need be a Director of the Association.

Section 18. The Officers of the Association shall hold office until their successors are appointed/elected in their stead, but no elected officer shall hold the same office for more

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than two (2) terms until the lapse of one (1) year from the date they ceased holding such office.

Section 19. The President shall preside at every meeting of members or of the Board of Directors of the Association and, in the absence of the President, the President Elect shall preside. In the absence of the President Elect, the Vice President shall preside. In the absence of the President, President Elect, and Vice President, a Director designated by the Directors present at the meeting shall preside.

Section 20. The President shall be the chief elected officer of the Association and as such shall have general charge of the affairs of the Association subject to the direction of the Board of Directors.

Section 21. The Vice President shall perform such duties as the Board of Directors may from time to time prescribe and in the event of absence or incapacity of the President, the Vice President shall perform the duties of the President.

Section 22. The Treasurer shall supervise the Association funds, which will include accounts of receipts and disbursements. They shall verify that deposits of all monies and other items of value are made in depositories as are designated by the Board of Directors. They shall supervise and maintain signature cards on all accounts. They shall monitor the distribution of regular financial reports to the Boards of Directors and make reports to the membership. They shall coordinate the selection of an independent auditor annually, who shall make an annual full audit report to the Boards and membership. They shall maintain copies of tax reports. They shall also perform such other duties as may from time to time be determined by the Board of Directors.

Section 23. The Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof and record all motions, votes and may take minutes of the proceedings. They shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President. They shall be custodian of the seal of the Association, and shall deliver or affix the seal only when authorized by a resolution of Directors. The Secretary shall be responsible for authenticating records of the corporation. The position of Secretary may be combined with that of Treasurer.

### **ARTICLE XI** **Committees**

Section 1. The president shall appoint from among the membership, subject to confirmation by the Board of Directors the following standing committees including a chairman and vice chairman: Membership, Budget & Finance, Bylaws, Website, Nominating, and Strategic Planning.

Section 2. There may be additional standing committees and/or councils appointed by a majority vote of the Board of Directors.

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## **ARTICLE XII** **Amendments**

Section 1. The Bylaws may be altered, amended or repealed by the affirmative vote of not less than two-thirds of the members of the Board of Directors present at any regular or special meeting, (or by ballots), provided that written notice of the proposed alteration, amendment or repeal shall be sent to each member of the board, thirty (30) days in advance of the date of said meeting to permit such member to attend; or

Section 2. These Bylaws may be altered, amended or repealed by an affirmative vote of not less than two-thirds of the members of Association present at any regular or special meeting, (or by ballots), provided that written notice of the proposed alteration, amendment or repeal shall be sent to each member thirty (30) days in advance of the date of said meeting to permit such member to attend.

## **ARTICLE XIII** **NADRA Property – Dissolution**

Section 1. Title to any property and other assets of this Association shall be vested in the Association. No individual members shall have any rights to any interest in the property or other assets of the Association.

Section 2. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XIV** **Parliamentary Procedure**

Section 1. Reports of all special committees shall be presented at any special or Annual General Meeting with the recommendations of the committee members to the members of the Association in meeting, with the recommendation of the committee members to the members of the Association in meeting assembled and put to vote. Committee reports and/or resolutions must have a majority vote of those present and eligible to pass. Rules of Order, latest revised edition, 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.

Section 2. Rules contained in these bylaws cannot be suspended -no matter how large the vote in favor of doing so or how inconvenient the rule in question may be - unless the

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particular rule specifically provides for its own suspension, or unless the rule properly is in the nature of a rule of order, that is, a written rule of parliamentary procedure formally adopted by an assembly or an organization relating to the orderly transaction of business in meetings and to the duties of officers, which can be suspended by a two-thirds vote (except in the case of a rule protecting a minority of less than one third of those voting); but, except for such rules and for clauses that provide for their own suspension, the bylaws cannot be suspended.

### **ARTICLE XV Indemnification**

Section 1. Limitation of Liability: No Director, officer, employee, or agent of the Association acting in his/her official capacity shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such Director, officer, employee, or agent, except to the extent dictated by law.

Section 2. Indemnification: The Association shall indemnify and hold harmless to the full extent permitted by law any person who is or was acting in his/her official capacity as a Director, officer, employee, or agent of the Association, or who is or was serving in his/her official capacity at the request of the Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise.

Section 3. Insurance: The Association shall be required to purchase and maintain insurance for such indemnification of such Directors, officers, employees, or agents against any liability asserted against such person and incurred in any such capacity, or arising out of such person's status as such, regardless of whether the Association would have the power to indemnify against such liability.