

## REFERENCE MANUAL

This manual describes the mission and function of RCAT, the duties and responsibilities of its Board members and committees and includes all policies and guidelines that have been approved by the Board of Directors as well as the By-Laws.

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*Attachments listed here are linked to external documents. Click on each to download.*

## **INTRODUCTION**

Founded in 1975, the Roofing Contractors Association of Texas (RCAT) is a statewide trade association of roofing and waterproofing contractors. This group of professionals collectively represents the voice of the roofing and waterproofing industry in Texas. RCAT is committed to promoting ethics, education, and image of the Texas roofing industry through the actions of its members.

RCAT is an active, progressive, living organization of members with a common interest and similar purpose in the business world. Through its many committees and specialty teams, there is a constant development of new ideas for programs and services. RCAT programs and services are, in most cases, vital to the successful operation of its member companies.

## **RCAT'S PURPOSE**

RCAT's purpose is to help its members to operate successfully in the Texas roofing and waterproofing industry. This help takes all shapes and forms, but in broad terms it includes continuing education, technical research, government relations, public relations, and consultation on specific areas of concern affecting the industry.

RCAT's main responsibility is to continue developing new programs to help its members keep pace with the times and ever-changing roofing industry.

## **MISSION**

RCAT's mission is to help its members operate successfully by providing continuing education, industry contacts and networking, a forum for governmental and public relations and consumer awareness.

## **GOALS**

RCAT strives to further the success of its members through the following list of established goals:

- Providing continuing education through regular programs and the annual conference and trade show.
- An effective legislative program in Texas for the roofing industry.
- The RCAT License Roofing Contractor Program.
- An active consumer awareness program.

## **RCAT FOUNDATION (SCHOLARSHIP FUND)**

A 501c (3) non-profit organization formed in 1998 for the purpose of awarding scholarships to the students of active RCAT Members. RCAT will manage the business and affairs of the scholarship fund in compliance with the Foundation's By-Laws and policies. The current RCAT Executive Committee will serve as the directors of the Foundation board along with other appointed members and will meet regularly. The Board will appoint a chairman and committee annually to oversee the program within the approved policies and guidelines. The organization is funded by charitable contributions and fundraisers as specified by the committee.

Annual Scholarship Awards:

- A minimum of three \$5,000 awards are granted each year to qualified candidates. Additional awards may be provided each year depending on available program funding.
- The manner in which candidates are reviewed for the scholarship award shall be left to the judgment of the committee. The final selection of award recipients shall be the responsibility of the committee.
- Award recipients shall be announced at the RCAT Annual Business Meeting.

## **RCAT PAC**

A for-profit organization formed in 1996 that is the registered general-purpose political action committee (GPAC) of RCAT. Contributions made to the PAC will be used for political purposes as directed by the Board. Contributions to RCAT PAC are not tax-deductible, and the name, address, occupation and employer's name of individuals whose contributions exceed \$90 during a calendar year will be reported to the Texas Ethics Commission. The current RCAT Board will serve as the directors of the PAC board along with other appointed members and will meet regularly.



# Roofing Contractors Association of Texas

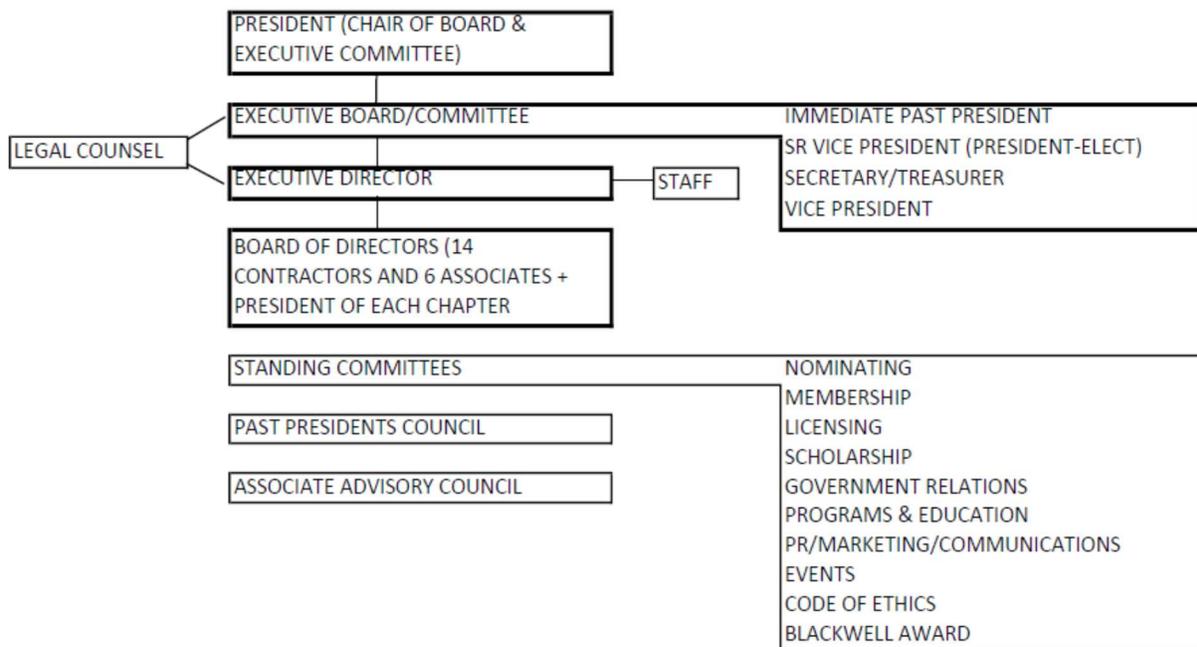
## ORGANIZATIONAL STRUCTURE

### BOARD OF DIRECTORS

The Board of Directors is the governing body and policy setting arm of the Association and those organizations it may control. The Board operates in accordance with the By-laws and established policies at all times. RCAT operates with rather large Board at full strength with 25 Members (5 Officers, 14 Regular and 6 Associates), plus, the President of each active regional Chapter also holds a seat on the state board. This gives the Association excellent representation from all areas of the state and from various types and sizes of contractor member firms. This cross section of representation is valuable in policy determinations that will affect the entire Texas roofing industry.

The Board of Directors is structured to control the direction of its affairs through specific Committees, Councils, and regional Chapter roles. The Board is to be provided updates of the activities from each of the Committees, Councils, Chapters and staff during regular meetings and will help determine if these various bodies are effectively performing services to further the Association mission and reach its goals.

### RCAT ORGANIZATIONAL CHART



### EXECUTIVE DIRECTOR

The Executive Director is the Chief Executive and Operating Officer of the Association and salaried staff head. The Executive Director serves as an ex-officio member of the Board of Directors, Committees and Councils. He/she is the principle administrative officer overseeing the daily operations of the association as defined in the By-Laws, established Association policies and at the direction of the Board of Directors. The Executive Director is responsible for the management of all staff and contractors retained to carry on the work of the Association and delegates their responsibilities in the best interest of the Association.

### STAFF

The Staff are those personnel employed by the Association and engaged directly in Association work. Staff shall be under the direct supervision of the Executive Director.

### CPA

The CPA shall be a firm, certified in accounting, retained by the Association to examine the Association accounts and render a report on the financial condition of the Association as requested by the Board of Directors. The CPA shall prepare Income Tax Reports for the Association.

## **LEGAL COUNSEL**

Legal counsel shall be one or more legal firms, approved by the Board of Directors, to render legal advice or represent the Association in litigation and association business. Approval to cause any legal work to be done shall be solely at the direction of the Board of Directors or Executive Committee, unless authorized by the budgetary process.

## **OTHER PROFESSIONAL CONTRACTORS**

RCAT regularly contracts outside professional help in areas where professional guidance, experience and knowledge is required including, but not limited to, lobbyist, marketing and public relations consultants, industry advisors and/or consultants.

## **MEETINGS**

Notice of meetings will be posted on the Association website and also sent to its members in the monthly eNews and/or other publications no less than thirty (30) days prior to the meeting date.

**MEETINGS OF THE BOARD OF DIRECTORS:** Regular meetings will be scheduled during each administrative year by the Board of Directors, typically once per quarter. Special meetings may also be called as allowed in the By-laws.

Association members may attend any regular meetings of the Board of Directors only by RSVP to the Association office at least seven (7) days prior to the scheduled meeting. RSVP is required for all attendees to allow the staff adequate time to secure the appropriate space, food and/or materials needed to conduct the meeting.

**ANNUAL BUSINESS MEETING:** The Annual Business Meeting of the Association is open to all members and shall be held during the annual convention unless otherwise directed by the Board. The purpose of the meeting is to:

- Provide an opportunity for an accounting of Association activity to the membership.
- Provide recognition of persons who have made major contributions to the industry.
- Introduction of the Board of Directors to the membership.

**ANNUAL COVENTION AND TRADE SHOW:** RCAT will host an annual convention and trade show at a location in Texas to be determined by the Board of Directors. The location will be rotated around major markets to the best of the board's ability. The purpose of the annual convention and trade show shall be:

- Education of the Association membership through seminars, exhibits, and special presentations.
- Socialization of members through special events and receptions.
- Enhance the relations between members and suppliers.
- To provide a marketplace for equipment and service, and material available to the industry.

## **BOARD OF DIRECTORS POLICY**

### **I. INFORMATION**

Board of Directors members have an open line to the inner workings of the Association and access to information that is available on matters relating to Association business. The Board of Directors will be kept informed of important RCAT business through the Association office in various ways. The information received by the Association office should be held in the strictest of confidence and not shared or released to anyone without express authority to do so. For example, personal information supplied to the Association on an application.

### **II. AUTHORITY**

No individual member, board member or committee member has independent authority to write or to speak publicly when it may be construed as representing the official policy or position of RCAT. The President or Executive Director typically acts as the spokesman for the Association, after legal counsel, to the press, the public, legislative bodies and related organizations. On occasion another member may be authorized to officially speak for the Association.

You may be called upon to make comment or address a group and it is imperative that you establish at the beginning of your address whether you are speaking for RCAT, OR if you don't have express permission to speak for RCAT, identify yourself as an individual member of the Association.

In releasing any information concerning RCAT, the Board and staff are expected to use extreme discretion in making certain that the release of information serves the best interest of RCAT and its members. This policy should not be construed as a restriction on any individual's right to express a personal opinion.

Board and committee members may not obligate the Association unless specifically authorized. Board and committee members may not enter into any contract or purchase order, or individually make any expenditure or cause any financial responsibility to be made on behalf of RCAT, without the prior approval of the Board of Directors and President. The RCAT President and Executive Director are authorized to enter into contracts.

The President, Officers, Board and committee members should not give any instruction to RCAT staff outside of the customary and usual conduct of affairs without the knowledge and prior consent of the Executive Director.

### **III. Director Indemnification**

RCAT shall maintain Directors & Officers liability insurance coverage on behalf of each Board of Director. Board members will be protected from personal liability for civil damages arising from acts performed in their official capacity to the extent of the association's assets.

### **IV. Board Room Procedures & Conduct**

Robert's Rules of Order are the governing rules for all RCAT Board meetings, and the Agenda will be followed. Board members are expected to:

- determine in advance how they will contribute
- keep responses short and to the point
- avoid side conversations
- consider all motions carefully

Standard procedures of passing a motion are: the motion is made by a member of the board, the motion is then seconded, after the second there will be a call for discussion. After discussion has ended, the motion will be called for a vote, the President will ask for all in favor and all opposed. The motion may also be amended during the discussion process but then requires a second to the amendment before further discussion can continue. The amendment will then be called for a vote by the President. If a motion to table an issue is made, the motion needs to be seconded and then NO discussion is allowed, and the motion is immediately called for a vote. For a motion to proceed to the discussion level, it must have a second. Motions and seconds can be withdrawn by the individual who originally made the motion or second only.

### **V. Board Meeting Packets**

All Board members will receive a packet via email prior to each Board of Directors meeting. The packet will contain an agenda for the upcoming meeting with the date, time, and location. Each packet will contain an action list from the previous meeting; the action list is specifically assigned tasks that should be completed prior to the next Board meeting and should be reviewed at each meeting. The packets may also contain financial statements and budgets, minutes, membership applications, program statistics and committee reports when applicable. AT NO TIME shall information contained in these packets be distributed to anyone who is not a member of the RCAT Board of Directors without the express permission from the Association President.

### **VI. Quorum of the Board**

At any meeting of the Board of Directors or Committee, no less than five (5) members of the Board shall constitute a quorum for the transaction of the business of the Association and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present.

### **VII. Voting**

Voting rights of an Officer, Director or Committee Member shall not be delegated to another nor exercised by proxy.

Action taken by an electronic or mail ballot of the Board of Directors, in which at least a majority of such Directors, in writing, indicate themselves in agreement, shall constitute a valid action of the Board of Directors if reported at the next regularly scheduled meeting.

## **VIII. Absence**

Any Officer or Director who has been absent from two (2) consecutive meetings of the Board of Directors during a single administrative year shall automatically vacate their seat on the Board of Directors and the vacancy shall be filled as provided by the By-laws; however, the Board of Directors shall consider each absence of an officer or director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members. An Officer or Director is expected to attend 75% of all meetings of the Board of Directors or the Executive Committee.

Committee Chairpersons and members are expected to attend 75% of all committee meetings. Failure to attend two (2) consecutive committee meetings without notice to the chair and/or staff will result in the automatic termination of the committee seat. The President will fill any vacant chairperson positions prior to the next meeting of the committee. The committee chairperson and/or the Board of Directors may fill vacant seats as needed during the administrative year.

## **BOARD ROLES AND RESPONSIBILITIES**

### **I. Board Members**

As the governing body of the Association, the Board of Directors collectively controls the direction of its affairs and actively pursues its objectives in the best interest of all members of the Association. Each member of the board shall be responsible for assuring that the Association is efficiently and equitably administered in accordance with applicable Bylaws, established policies, and Texas State and Federal Laws.

In addition to his/her role of setting association policy and establishing the current and future goals of the Association, each Board Member is expected to:

1. Read and understand the By-laws, Anti-Trust Guidelines, Board Code of Conduct Policy, and all other Policies of the Association and agree to abide by them.
2. Attend all RCAT Board of Directors meetings, assigned Committee meetings and the Annual Conference. Attendance at all meetings and being prepared to participate is a primary responsibility of each Board and/or committee member.
3. Be an active, involved and committed Board Member.
4. Serve on a committee.
5. Put the needs of the membership body – the Board’s constituency – first in all instances.
6. Recruit new members to RCAT.
7. Promote the Licensing Program and recruit new participants.
8. Promote and attend the RCAT Annual Conference.
9. Promote the RCAT PAC fund and political efforts.
10. Serve as liaison for each new RCAT member from your area. The RCAT office will provide the names of new members and you are encouraged to welcome them into the association and coach them to become involved members. You should also brief them on association activities and how they can make the best use of their membership.
11. Be an active member of your local RCAT Chapter.
12. Establish contact with your local elected officials and identify yourself as a Director of RCAT. Become involved in the political process and be prepared to act when asked to do so.
13. Become familiar with legislation within the state of Texas and in Washington that can affect the roofing industry and be an active participant in the RCAT Government Relations activities.

#### **Board members are expected to:**

- notify staff in advance if unable to attend a meeting.
- read the Board Meeting materials prior to each meeting.
- review assigned committee meeting agenda prior to each meeting and be prepared to discuss all items.

### **II. Associate Board Members**

Non-contractor members of the Board are “Associate Board Members”, and they make a significant contribution to the continuing success of the Association but are not eligible to hold an Officer position on the Board of Directors. Their overall responsibilities to the Board are the same as the regular contractor Board Members. The six (6) Associate Members who serve on the Board of Directors have a vote at any meetings of the Board or via electronic ballots and are eligible to serve on most committees of the Association.



## **III. Officers of the Board**

### **President**

The President is the Chief Elected Officer in the Association, representing the entire membership. He/She exercises personal leadership in motivation of other officers, board members, committees, staff, and membership in general to assure the best interests of the Association and roofing industry are promoted. The President shall serve as Chairman of both the Board of Directors and Executive Committee. He/She shall make all required appointments of Standing and Special Committee with the approval of the Board of Directors. He/She shall work closely with the Executive Director to accomplish the goals and objectives set forth in the strategic plan and identify future programs that will benefit the entire membership.

The President shall:

1. Preside at all meetings of the general membership, Board of Directors and Executive Committee.
2. Exert leadership to assure that all official action taken by entities of the Association are in harmony with the By-laws, Policies and Procedures.
3. Assure that the Board of Directors, Executive Committee are fully informed on the conditions and operations of the Association. Review the policies periodically with the Board members.
4. Maintain the leadership role in monitoring and evaluating organizational performance and effectiveness.
5. Assure that all appropriate business of the Association, including financial condition, services available and pertinent industry news is disseminated to the entire membership on a regular and timely basis.
6. Have signatory authority on bank accounts.
7. Be the Association spokesperson to the press, public, legislative bodies, and related organizations.
8. Serve at the chairperson of the Government Relations Committee in odd years during the Texas Legislative Session.
9. Work and coordinate with the Executive Director in assuring a successful Annual Conference.
10. Serve as chairperson of the Associate Advisory Council.
11. Serve as chairperson of the Curtis Blackwell Memorial Award Committee.
12. Assure that the President-Elect is fully cognizant of all activities within the Association and is prepared to assume his/her roll as the Chief Elected Officer in the coming year.
13. Shall conduct a performance evaluation on the Executive Director at the end of his/her term of office. This review will be based on performance of job responsibilities. He/She will recommend to the Board of Directors any changes to the Executive Director's duties and compensation including bonuses, if any.

### **President-Elect or Senior Vice President**

The President Elects' major objective is to master the governance policies/procedures of the Association, assist the President as necessary and begin formalizing a strategic plan for his/her term as President. The President-Elect shall succeed to the Presidency.

The President-Elect shall:

1. Perform all duties of the President should the President be absent or unable to serve.
2. Assist the President in executing plans for all meetings of the Association.
3. Have signatory authority on bank accounts.
4. Determine the date and location of the following year's Annual Conference.
5. Serve as a member of the Executive Committee.
6. Serve as chairperson of the Nominating Committee.
7. Actively recruit new Board members from around the state.
8. Serve as chairperson of the Events Committee in odd years.
9. Serve at the chairperson of the Government Relations Committee in even years (non-session period).

### **Secretary/Treasurer**

The Secretary/Treasurer major objective shall be familiarizing himself/herself with the legally required records and financial reporting as well as the Association, PAC Fund and Scholarship Fund policies. The Secretary/Treasurer will work closely with the Executive Director who will be delegated the day-to-day duties and periodic report preparation of the Secretary/Treasurers' office. He/She will satisfy himself/herself as to the correctness of all books of accounts, reports and records and shall update the Executive Committee and/or Board during scheduled meetings. The Secretary/Treasurer shall succeed to the President-Elect position at the end of his/her term.

The Secretary/Treasurer shall:

1. Assist the Executive Director in preparing an annual budget to be presented to the Board of Directors no later than 31 days after the beginning of the fiscal year.
2. Assure that the Executive Director submits to him/her quarterly, a statement of cash receipts, disbursements, and account balances.
3. Notify the Board of Directors of any issues with the allocated budget on a quarterly basis.
4. Present the quarterly financial statements to the Board for approval at meetings.
5. Assure timely filing of the following forms:  
Quarterly Federal Payroll Tax Returns  
Quarterly Texas Unemployment Tax Return  
Annual Federal Unemployment Tax Return  
Annual Federal Tax Returns - Form 990  
Bi-Annual G-PAC Campaign Finance Reports
6. Render an audited statement when requested by the Board of Directors.
7. Have signatory authority on bank accounts.
8. Assure that all proper records are kept by the Association office according to those required by the non-profit status of a 501c (6) corporation, which include but are not limited to: current financial statements and a record of minutes of all duly called board of director's meetings.
9. Report any discrepancies immediately to the Executive Director.
10. Serve on the Executive Committee.

#### **Vice President**

The Vice President's major objective shall be familiarizing himself/herself with all aspects of the membership, benefits, and traditions of the Association. The Vice President shall succeed to the Secretary/Treasurer position at the end of his/her term.

The Vice President shall:

1. Assist the President in executing plans for all meetings of the Association.
2. Serve as a member of the Executive Committee.
3. Serve as chairperson of the Membership Committee.

#### **Past President**

The immediate Past-President shall be responsible for such duties as are individually assigned to them by the President with the approval of the Board of Directors and will automatically become the Chairman of the Past Presidents Council.

1. Perform all duties of the President should the President and President-Elect both be absent or unable to serve.
2. Serve as a member of the Executive Committee.

#### **IV. Chapter/Charter Board & Officers**

The Board of Directors and Officers appointed to represent a Chapter of RCAT are responsible for representing the best interests of all members within the specific region or territorial area of the Chapter. Jurisdiction of the Chapter Board of Directors shall be limited to those specific boundaries as defined in the charter. The Chapter's Board of Directors will be members whose principal place of business is located within the geographic area of the Chapter.

The President shall serve as Chairperson of the Chapter's board and shall also serve as a member, with the right to vote, on the State RCAT Board of Directors. He/She is responsible for assuring that the Chapter is efficiently and equitably administered and in accordance with applicable By-laws, Policies and Procedures and all Texas State and Federal Laws. He/She will form a local Board of Directors as permitted in the Chapter Operations Policy and make all required appointments of the officers, committees and may delegate responsibilities with the approval of the Chapter's Board of Directors. He/She will serve as an envoy promoting membership with the local chapter and State Association. He/She shall report all Chapter activities to the State Association Office and Executive Director per the policy.

The Chapter President shall:

1. Uphold the By-Laws, Anti-trust Guidelines and all other policies of RCAT and the Chapter.
2. Perform all duties outlined in those By-Laws and policy documents. Whenever presiding at the Board Meeting, have a copy of the By-Laws, Anti-trust Guidelines and all other policies on hand for reference.
3. Review the Association policies periodically with Chapter Board members.
4. Assure that all proper records are kept according to those required by the non-profit status of a 501c (6) corporation, which include but are not limited to: current financial statements and a record of minutes of all duly

called board of director's meetings. The Association document retention policy is to be followed and all records should be accessible to the State Association office.

5. Serve as the chapter's representative on the State Association Board of Directors, Membership Committee and Code of Ethics Committee for the period concurrent with the chapter presidency. State Board and Committee participation can be delegated to another Officer on the Chapter's Board of Directors.
6. Familiarize himself/herself with all relevant topics being planned or administered on a state Association level and be prepared to share these topics to the Chapter's Board and/or membership.
7. Bring relevant items from the Chapter's region before the State Board and to participate in discussion and timely resolution of pertinent items
8. Hold regular board meetings and schedule regular Chapter membership meetings, programs and/or networking events.
9. Provide continuing education regularly for local Chapter membership.
10. Submit in writing to the state Association Office, the slate of officers for the Chapter each term.

## **V. Committee Chairpersons**

Committees are the backbone of RCAT programs, and the Chairperson will carry a great deal of responsibility. The Committee Chairperson should be sure to understand the goals and objectives of their committee and should communicate with the Executive Director and the Board of Directors to avoid duplicating the work of others. The Chairperson may recommend an annual budget allocation for his/her committee.

1. RCAT Committee and Council Chairpersons are pre-assigned to an Officer of the Board or appointed by the President and approved by the Board of Directors.
2. Due to the diverse nature of committee activity, it is the responsibility of the Committee Chairperson to establish how frequent his/her committee will meet but all committees are required to meet at least twice annually. In many cases, conference calls or mailings will prove to be just as effective as face-to-face meetings and are less time consuming and less costly. They should be considered whenever possible.
3. The Chairperson is responsible for reporting the committee's activity and status of any programs or projects to the Board of Directors at their regular meetings.
4. The Committee Chairperson is responsible for calling meetings of their committee, preparing agendas, notifying committee members of the date, time, and locations of the meetings and ensuring that the minutes of their meetings are kept per the policy. The Association staff will assist the Chairperson in preparing meeting notices, agendas, action item lists and in the distribution of the minutes. The Association Executive Director and/or staff will also counsel with the Chairperson on specific committee projects and assignments.

## **COMMITTEES & FUNCTIONS**

The current President and Executive Director shall be ex-officio members of all Committees. To conduct business at least five (5) active members of the Committee shall be in attendance to constitute a quorum at any duly called meeting of the Committee.

### **Standing Committees:**

**Executive Committee** – The Executive Committee shall consist of the President/Chairperson, President-Elect, Immediate Past President, Secretary/Treasurer and Vice President of the Association. The Executive Committee shall conduct the affairs of the Association in accordance with the By-laws, Polices and Procedures, and instructions from the Board of Directors and is authorized to act in place and stead of the Board of Directors between board meetings. Meetings may be called at any time by the President or upon the request of three (3) members of the Executive committee. All five (5) active members of the Executive Committee are required to constitute a quorum at any duly called meeting of the Committee and minutes of the meeting must be recorded and shared with the Board of Directors at the next regular meeting. The Executive Committee may assign any open committee chairpersons or seats and make general management decisions to assist the Executive Director, or to direct the activities of contractors and/or volunteers, in the process of completing current tasks or goals previously approved in the annual budget and by the Board of Directors. Without ratification by the Board of Directors the Executive Committee may not make changes to the By-laws, create or change policies, create the annual budget, or make any decisions regarding the retention or termination of the Executive Director and/or a contracted association management firm. If an emergency exists that requires immediate action/ratification from the Board of Directors a special meeting will be called, or an official ballot will be taken electronically per Article V Section 9 of the By-laws.

**Nominating** – The Nominating Committee shall be responsible for encouraging candidates for the Board and oversee the nomination and election process and as stipulated in the Association By-laws. The Nominating Committee will invite

nominations from the membership for the Officer and Board of Director positions which are vacant or about to expire and will prepare the slate of candidates for approval prior to the Annual Business Meeting. This committee shall be composed of the President-Elect, who shall serve as chairperson, two other board members.

**Membership** – The Committee shall be made up of no less than five (5) members. Each Chapter representative with a seat on the Board of Directors will also automatically be on the Membership Committee or they may delegate another Chapter board member to fill this position. The Committee Chairperson is automatically the Vice President unless otherwise directed by the President. The membership committee shall develop membership recruitment ideas for the upcoming year and submit to the Board for approval. The Committee shall also be responsible for obtaining sponsors for new members that are submitted without them. The membership committee will hold a monthly meeting either in person or via conference call to review and approve any new applicants. There must be five (5) committee members present during the meeting in order to vote for new membership approval. If there are not enough members present at the committee meeting to vote, an electronic ballot may be sent to the Board of Directors, or the applicants will be considered at the next regular meeting of the committee or Board of Directors. The membership committee will also call the new members and welcome them into the association.

**Licensing Program** – A Licensing Committee or “Licensing Advisory Board” consisting of no less than five (5) nor more than seven (7) members shall be appointed by the standing Board of Directors following the Annual Business Meeting and serve for a term of three (3) years. The Committee Chair shall be appointed by the Board of Directors. All Licensing Committee members must be a current RCAT Licensed Roofing Contractor. At all times, at least one (1) Committee member shall also be a member of the Executive Committee and one (1) Past President. Members shall serve until their successors have been appointed and assume office. This Licensing Committee shall exist as long as it is empowered by the Board of Directors. The Licensing Committee shall have full authority for governing the RCAT Licensed Roofing Contractor program, including all decisions regarding applicants, renewals, disputes, and licensing status. The Committee shall be governed by the program guidelines, as approved by the Board of Directors.

### **Special Committees:**

**Government Relations** – The Committee shall be made up of no less than seven (7) members and include the Association’s Legal Counsel. The Committee Chairperson is automatically the current President in odd years (during open Texas legislative sessions) and the President-Elect in even years (legislature is not in session) unless otherwise directed by the President. The Committee is responsible for acting as a liaison between the lobbyist, RCAT Board of Directors and the membership. This committee is responsible for staying abreast of any legislation that affects the roofing industry. This Committee is generally given authority by the Board of Directors to make suggestions regarding legislative bill language. Committee Chair shall also organize members and consumers to testify in committee hearings (if applicable). This committee will also be responsible for any fund-raising efforts to support the program and RCAT PAC for political contributions. The Chairperson should seek training and be familiar with the Texas Ethics Commission rules and regulations of fundraising, donating and required filings for a General-Purpose Political Action Committee.

**Code of Ethics Enforcement** – The Committee shall be made up of no less than seven (7) members and the Association’s Legal Counsel will serve as a resource. The Committee Chairperson is automatically the President unless otherwise directed by the Executive Committee. The Committee is responsible for the administrative implementation and enforcement of the Association Code of Ethics and recommending sanctions against code violations. The Committee will operate in accordance with a well-defined and transparent process for receiving and reviewing complaints, establishing facts, issuance of notices and/or warnings, implementing requirements for counseling or education, and determining consequences of repeat offences up to termination of Membership or revocation of a License, or even, if appropriate, litigation.

**Programs and Education** – The Committee shall be made up of no less than five (5) members. Committee Chairperson is appointed by the current President. The Committee will arrange for speakers and educational programs at any meetings of the Association, its Chapters and the Annual Conference.

**Public Relations / Marketing / Membership Communications** – The Committee shall be made up of no less than five (5) members. Committee Chairperson is appointed by the current President. The Committee will be responsible for working with the Executive Director on any Public Relations initiatives, marketing programs including collateral, media relations and member communications such as the RCAT eNews, newsletters, event publications and other general Association information.

**Scholarship Program** – The Committee shall be made up of no less than seven (7) members. The Committee Chairperson is appointed by the current President. The Chairperson and committee members are responsible for marketing the scholarship program to members who are eligible. The committee will review applications received for scholarship and as a group vote for the recipient(s) based on guidelines established by the board and committee. The committee is also responsible for the fundraiser held each year to fund the scholarship grants.

**Curtis Blackwell Memorial Award** – This committee is comprised of all previous recipients of the Award still living. The current President of the Association shall serve as the Chairperson and is not eligible for the award during that year. All members of the Association may nominate persons for the award; however, members of the Committee are the only ones allowed to vote for the award recipient.

**Events** – The Committee shall be made up of no less than five (5) members. Committee Chairperson is appointed by the current President. This committee will be responsible for working with the Association staff to schedule, plan, and execute the Association's events. The committee helps promote sponsorship and attendance at the annual fishing tournament, golf tournament, summer retreat and the Annual Conference networking events, fundraisers and booth sales. This committee may also suggest to the Board of Directors new fundraising or networking events as deemed appropriate.

**Technical Research** - The Committee shall be made up of no less than five (5) members. The Committee Chairperson is appointed by the current President. The Chairperson and committee members are responsible for researching and evaluating services, products, equipment, and techniques presented to the RCAT Membership for their use. The committee will prepare and/or present technical reports for the use of the RCAT Membership. The committee will make every effort to coordinate their programs, projects and research with other related organizations in a effort to increase the knowledge and awareness of the industry and avoid duplicated efforts.

## **ADVISORY COUNCILS**

### **RCAT Past Presidents Council (RPPC)**

The RCAT Board of Directors recognizes the contributions made to the Association by those who have served the Association as its President and they recognize that those individuals still have much they can contribute to the future successes of the Association. To take advantage of the wisdom of its Past Presidents a Past Presidents Council exists as a forum to assist the Association as it grows and moves forward with its mission. This Council will serve as an advisory committee to the Board of Directors for the future direction of the Association.

### **Operations & Structure**

This council will operate under the same principles that have led RCAT to success: High ethical standards; a commitment to RCAT's mission; and the selfless dedication of time, resources, and ideas to aid the growth of RCAT. To accomplish these goals, the Board has adopted the following operational guidelines:

1. The RPPC will be chaired by the Immediate Past President that is rolling off the RCAT Board for the new fiscal year. If he/she is unable, or unwilling, to fill this position for any reason another Past President may be appointed by the Council.
2. Any RCAT Past President that is an active member of the Association may serve on the RPPC. Any Past President who wishes to serve on the council and participate in its efforts shall notify the Chair of his/her wishes to participate at least 30 days prior to a scheduled meeting.
3. Only upon receipt of such notification, the Chair or staff will place the Past President on the roster of the RPPC and provide them with all emails and notification of any matter relating to the RPPC, its meetings and any other information upon direction of the sitting President of RCAT. Service on the RPPC shall be subject only to the limitations set out in Paragraph 2 & 6 of this policy.
4. The RPPC will meet at least annually, typically at the RCAT annual convention. The RCAT President and any Past President that is an active member of the Association may attend meetings of the RPPC.
5. The RPPC may, by majority vote or at the request of the Chair, schedule additional meetings during the calendar year, as needed, to accomplish its objectives.

6. There are no term limits for service on the RPPC; however, in order to maintain efficiencies and to accomplish its tasks, the RPPC will consider any Past President, who fails without reason to attend a scheduled meeting, to have resigned his/her current position on the RPPC.

7. The RPPC shall meet and discuss issues confronting the roofing industry and it will advise the Board of Directors of RCAT on topics of interest which may be presented at the annual convention and in other manners to educate members of the Association. The RPPC shall also advise the Board of other opportunities to serve and provide benefit to the members of RCAT.

8. The RPPC shall also respond to other requests for advice or assistance from the Board, Executive Committee, or President of RCAT.

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## RCAT Associate Advisory Council

**Purpose:** To provide Associate Members of the Association (industry professionals, suppliers, and manufacturers) a voice in the planning of the RCAT Annual Conference; a forum to discuss issues confronting the roofing industry and to advise the Board of Directors on topics of interest which may be presented to educate its members and advance the goals of the Association.

**Goal:** To provide insight and knowledge to RCAT members regarding upcoming products, innovations, and technology along with regulation and policy updates and/or other information which could impact the roofing industry. The committee is to give the Board of Directors a quarterly update with the objective of providing RCAT members opportunities for educational growth and an analysis on market changes.

**Structure:** The Council Chair will be the acting RCAT President, the six (6) active Associate members of the Board of Directors, and six (6) additional Associate members as appointed by the Chair and approved by the Board. This Council will serve as an advisory committee to the Board of Directors. Only those members of the Council with voting rights provided in the By-laws are allowed a vote during a meeting of the Board of Directors.

- The six (6) Associate members of the current Board of Directors will serve on this council for the term of their board position. Other members of the Council will serve a one-year term.
- The Council will not have term limits, however, the RCAT Board of Directors will make every effort to provide all companies interested in participating an opportunity to serve.
- Because of the nature of the work performed by the Council it is very important that members of the Council make all scheduled meetings. Any member missing two consecutive meetings of the Council will be asked to resign his/her seat on the Council.
- The Chair shall fill any vacancies that may occur. Any such appointments must be approved by the Board at the next regularly scheduled meeting.
- Only one representative per company may have a seat on the Council.
- To have a seat on the Council they must be a representative or employee of an Associate Member in Good Standing of RCAT.

The Advisory Council will typically meet quarterly during the regularly scheduled RCAT Board meetings. The Council may, by majority vote or at the request of the Chair, schedule additional meetings during the calendar year, as needed, to accomplish its objectives. The Advisory Council meetings will be facilitated by the RCAT staff and the Chair of the Council.

Advisory Council reports will be made by the Chair or RCAT staff during the regular meetings of the Board.