

**BYLAWS  
OF  
RCI, INC.**



**RCI, Inc.**

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# TABLE OF CONTENTS

<b>ARTICLE 1. GOVERNING AUTHORITY .....</b>	<b>4</b>
<b>ARTICLE 2. PURPOSE.....</b>	<b>4</b>
<b>ARTICLE 3. DOMAIN.....</b>	<b>4</b>
SECTION 1. SCOPE .....	4
SECTION 2. REGIONS .....	4
SECTION 3. CHAPTERS.....	4
<b>ARTICLE 4. RCI, INC. OFFICE LOCATION .....</b>	<b>4</b>
<b>ARTICLE 5. BOARD .....</b>	<b>4</b>
SECTION 1. GOVERNMENT OF RCI, INC.....	4
SECTION 2. COMPOSITION OF THE BOARD.....	5
SECTION 3. DIRECTORS .....	5
SECTION 4. DUTIES.....	5
SECTION 5. MEETINGS .....	5
SECTION 6. QUORUM .....	5
SECTION 7. ORDER OF BUSINESS .....	5
SECTION 8. VACANCIES.....	6
<b>ARTICLE 6. EXECUTIVE VICE PRESIDENT AND CHIEF EXECUTIVE OFFICER .....</b>	<b>6</b>
<b>ARTICLE 7. EXECUTIVE COMMITTEE .....</b>	<b>6</b>
SECTION 1. COMPOSITION.....	6
SECTION 2. DUTIES.....	6
SECTION 3. MEETINGS .....	6
SECTION 4. QUORUM .....	7
SECTION 5. ORDER OF BUSINESS .....	7
<b>ARTICLE 8. OFFICERS .....</b>	<b>7</b>
SECTION 1. OFFICERS.....	7
SECTION 2. PRESIDENT .....	7
SECTION 3. VICE PRESIDENTS.....	7
SECTION 4. SECRETARY/TREASURER.....	7
<b>ARTICLE 9. NOMINATION AND ELECTION OF OFFICERS .....</b>	<b>8</b>
SECTION 1. NOMINATION OF OFFICERS .....	8
SECTION 2. ELECTION OF OFFICERS AND THEIR TERMS.....	8
<b>ARTICLE 10. REGION DIRECTOR NOMINATION, ELECTION AND TERM OF OFFICE.....</b>	<b>9</b>
SECTION 1. NOMINATION OF REGION DIRECTORS .....	9
SECTION 2. ELECTION AND TERM OF OFFICE.....	9
<b>ARTICLE 11. DISQUALIFICATION OF OFFICERS, DIRECTORS AND COMMITTEE CHAIRS .....</b>	<b>10</b>
<b>ARTICLE 12. COMMITTEES .....</b>	<b>10</b>
SECTION 1. GENERAL.....	10
SECTION 2. LIMITATIONS OF AUTHORITY.....	10
SECTION 3. COMMITTEE STRUCTURE .....	11
<b>ARTICLE 13. REGIONS AND CHAPTERS OF RCI, INC.....</b>	<b>11</b>
SECTION 1. GENERAL.....	11
SECTION 2. REGIONS .....	11
SECTION 3. CHAPTERS.....	11

<b>ARTICLE 14. MEMBERS AND THEIR ELECTION .....</b>	<b>12</b>
SECTION 1. MEMBERSHIP CLASSIFICATION .....	12
SECTION 2. CONSULTANT MEMBERS .....	12
SECTION 3. INDUSTRY MEMBERS .....	12
SECTION 4. FACILITY MANAGER MEMBERS .....	12
SECTION 5. ASSOCIATE MEMBERS .....	12
SECTION 6. AFFILIATE MEMBERS .....	13
SECTION 7. STUDENT MEMBERS .....	13
SECTION 8. QUALITY ASSURANCE OBSERVER MEMBERS .....	13
SECTION 9. GOVERNMENT LIAISONS .....	13
SECTION 10. RETIRED MEMBERS .....	13
SECTION 11. MEMBERS EMERITUS .....	14
SECTION 12. HONORARY MEMBERS .....	14
SECTION 13. ELECTION OF MEMBERS .....	14
SECTION 14. MEMBERS' RIGHTS TO USE RCI, INC. NAME .....	14
SECTION 15. CHANGED CLASSIFICATION OF MEMBERS .....	15
SECTION 16. DURATION OF MEMBERSHIP AND RESIGNATION .....	15
SECTION 17. SUSPENSION AND EXPULSION .....	16
SECTION 18. INDIVIDUAL PROPERTY RIGHTS .....	16
<b>ARTICLE 15. REGISTRATION .....</b>	<b>16</b>
<b>ARTICLE 16. CONFLICT RESOLUTION .....</b>	<b>16</b>
SECTION 1. CONFLICT OF INTEREST .....	16
SECTION 2. ETHICS CODE AND ETHICS COMMITTEE .....	17
<b>ARTICLE 17. JURY OF FELLOWS .....</b>	<b>17</b>
SECTION 1. COMPOSITION AND TERMS OF OFFICE .....	17
SECTION 2. QUALIFICATIONS FOR FELLOWSHIP .....	17
SECTION 3. RIGHTS AND PRIVILEGES .....	17
<b>ARTICLE 18. MEETINGS OF RCI, INC. ....</b>	<b>17</b>
SECTION 1. ANNUAL MEETING .....	17
SECTION 2. SPECIAL MEETINGS .....	18
SECTION 3. ANNOUNCEMENT OF MEETINGS .....	18
SECTION 4. QUORUM .....	18
SECTION 5. ORDER OF BUSINESS .....	18
<b>ARTICLE 19. FISCAL ADMINISTRATION .....</b>	<b>18</b>
SECTION 1. FISCAL YEAR .....	18
SECTION 2. DUES .....	18
<b>ARTICLE 20. AMENDMENTS .....</b>	<b>18</b>
<b>ARTICLE 21. ANTITRUST COMPLIANCE POLICIES AND PROCEDURES .....</b>	<b>19</b>
SECTION 1. JURISDICTION .....	19
SECTION 2. PROHIBITIONS AND VIOLATION .....	19

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## **Article 1. GOVERNING AUTHORITY**

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RCI, Inc., consisting of a membership as defined in Article 14 of these bylaws, is governed and operated in accordance with the laws of the state of North Carolina, the Articles of Incorporation, these bylaws, the RCI, Inc. Policy Guidelines Manual and other instructions of the Board of Directors, hereinafter called the Board.

## **Article 2. PURPOSE**

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- A. The purpose for which RCI, Inc. is formed is as set forth in its Articles of Incorporation which are, from time to time, amended, namely, to foster and promote on a not-for-profit-basis the interests of persons engaged in roofing, waterproofing, and exterior wall consulting and to otherwise promote the growth of the industry.
- B. RCI, Inc. is not formed for pecuniary or financial gain and no part of the assets, income, or profit is distributable to or may inure to the benefit of its Board or members except as is permitted by the North Carolina Non-Profit Corporation Act.

## **Article 3. DOMAIN**

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### **Section I. Scope**

The domain of RCI, Inc. shall be international in scope.

### **Section 2. Regions**

Within the domain of RCI, Inc. there shall be established areas identified as Regions of RCI. The regions shall be geographically designated. Regions shall be established by the affirmative vote of not less than two-thirds of the Board.

### **Section 3. Chapters**

Within the domain of the regions, there may be chapters as defined in Article 13 of these bylaws.

## **Article 4. RCI, INC. OFFICE LOCATION**

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The location of the principal office shall be determined by the Board of Directors.

## **Article 5. BOARD**

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### **Section 1. Government of RCI, Inc.**

The affairs of RCI, Inc. shall be governed by its Board.

## **Section 2. Composition of the Board**

The Board shall consist of the president, first vice president, second vice president, secretary/treasurer, the immediate past president, the directors, and the executive vice president and CEO. Board member participation shall be limited to no more than two employees from the same entity or sister company. The immediate past president and the executive vice president and CEO are nonvoting members of the Board.

## **Section 3. Directors**

One consultant member from each geographical region shall be elected to the Board to serve as director in accordance with Article 10 of these bylaws.

## **Section 4. Duties**

- A. The Board shall have control and management of the affairs of RCI, Inc., with authority to conduct its business.
- B. The Board may delegate to the executive committee duties as defined in Article 7, Section 2 of these bylaws.
- C. The Board is authorized to adopt and modify from time to time, a *Policy Guidelines Manual*, including procedures for hearings and a Code of Ethics to apply to the conduct of all members and registrants.

## **Section 5. Meetings**

- A. The Board shall hold not less than two (2) regular meetings each year.
- B. Special meetings of the Board may be called by or at the request of the president or a majority of voting Board members.
- C. Board meetings may be held in person or via modes of communication and telecommunication available. Board members shall receive not less than five (5) days advance written notice of meeting arrangement.
- D. The president shall preside at all Board meetings. In the absence of the president, the first vice president shall preside.

## **Section 6. Quorum**

A majority of the Board shall constitute a quorum at all of its meetings.

## **Section 7. Order of Business**

The order of business for meetings shall be determined by the presiding officer. These bylaws and *Robert's Rules of Order, Newly Revised*, shall govern the conduct of the meetings.

## **Section 8. Vacancies**

- A. A vacancy in an officer position shall be filled by the president's appointment of an interim officer and approved by a majority vote of the remaining Board, for the duration of the unexpired officer term. A person selected to fill a vacancy shall serve only until a successor can be qualified and elected at the next annual meeting of members or by mail ballot.
- B. A vacancy in the position of director shall be filled on a temporary basis by the president's appointment of an interim director. The interim director shall promptly seek the assistance of the nominating committee to start the election process in accordance with Article 10 of these bylaws. The interim director shall serve until such time as an election is carried out and a director is chosen.

## **Article 6. EXECUTIVE VICE PRESIDENT & CHIEF EXECUTIVE OFFICER**

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The executive vice president and CEO shall serve as the chief executive officer and the chief operating officer of RCI, Inc. and shall be a non-voting member of the Board of Directors and the executive committee. The duties of the executive vice president and CEO are those as outlined in the RCI, Inc. Policy Guidelines Manual and directed by the executive committee and Board of Directors.

## **Article 7. EXECUTIVE COMMITTEE**

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### **Section 1. Composition**

The Executive Committee shall consist of the president, first vice president, second vice president, secretary/treasurer, immediate past president and the executive vice president and CEO. The executive vice president and CEO is a non-voting member of the Executive Committee for all matters. The immediate past president is a non-voting member of the Executive Committee except for matters where the vote on the floor is at deadlock. Only in such cases, the immediate past president shall vote to break the tie vote before the Executive Committee.

### **Section 2. Duties**

- A. The Executive Committee shall administer policies established by the Board and implement Board rulings.
- B. The Executive Committee shall exercise, at all times when the Board is not in session, the authority of the Board in the control and management of RCI, Inc.'s affairs.
- C. The Executive Committee may negotiate a contract with and appoint an executive vice president and CEO who shall manage the office(s) for a period determined by the Executive Committee.

### **Section 3. Meetings**

Meetings of the Executive Committee may be held upon the call of the president and may be in person or via modes of communication and telecommunication available.

## **Section 4. Quorum**

A majority of the voting members of the Executive Committee shall constitute a quorum.

## **Section 5. Order of Business**

The order of business for meetings shall be determined by the president. *Robert's Rules of Order, Newly Revised*, shall be the guide for the conduct of the meetings, unless stated otherwise within these bylaws.

# **Article 8. OFFICERS**

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## **Section 1. Officers**

The officers of RCI, Inc. shall be the president, first vice president (president-elect), second vice president, and secretary/treasurer. Only Consultant members in good standing for the previous two or more years may hold office.

## **Section 2. President**

The president shall preside at the annual meeting of RCI, Inc. and at all meetings of the Board and the Executive Committee; and shall be a member ex-officio of all committees except the Jury of Fellows. The president shall perform such duties as are necessarily incident to the office of the president of RCI, Inc. or as may be prescribed by the board. In the temporary absence or disability of the president, the first vice president shall discharge the duties of the president.

## **Section 3. Vice Presidents**

- A. The vice presidents shall be members of the Executive Committee and the Board and shall have such assignments as may be made by the president, Executive Committee or the Board.
- B. The first vice president shall be president elect.

## **Section 4. Secretary/Treasurer**

- A. The secretary/treasurer shall collect, receive and record all monies and securities paid to, transferred to, or contributed to RCI, Inc. The secretary/treasurer shall deposit the funds and securities of RCI, Inc. in such banks, trust companies or depositories as the executive committee shall designate; and shall, subject to the direction of the committee, disburse and dispose of the same, taking proper vouchers for such disbursements. The secretary/treasurer shall keep accurate books of account, recording therein the sources and the amounts of all monies, funds, securities, property and assets in custody. The secretary/treasurer shall render to the Board, when it so directs, an account of all the financial transactions and the financial condition of RCI, Inc., and shall after the close of the fiscal year present a report of the examination, records and transactions. All reports and records will be kept as required by law.

- B. The secretary/treasurer shall have such other duties as may be prescribed from time to time by the Board and the executive committee. At the expiration of the term of office, the secretary/treasurer shall deliver to the secretary/treasurer-elect all books, monies, and other property, or, in the absence of a secretary/treasurer-elect, to the president. The duties of the secretary/treasurer, under authority of the Board, may be assigned in whole or in part to the executive vice president and CEO or other assistants as the Board may determine.
- C. The secretary/treasurer shall have control of the corporate seal, and shall sign for RCI, Inc. all agreements and formal instruments under the seal. The secretary/treasurer shall have charge of all books, records and correspondence of RCI, Inc., of the Board and of its committees, other than those books, records and correspondence pertaining to the office of the secretary/treasurer; and shall exhibit the same to the members of RCI, Inc. when required to do so by the Board. The secretary/treasurer shall attend all meetings of RCI, Inc. and of the Board and of the executive committee and shall record the proceedings. The secretary/treasurer shall issue notices for all meetings for which notice must be given, as required by these bylaws, attend promptly to all official correspondence, and shall notify members of their election or appointment to offices, boards and committees. The secretary/treasurer shall have such other duties as may be prescribed from time to time by the Board. The duties of the secretary/treasurer may be assigned in whole or in part to the executive vice president and CEO or to other assistants as the Board may determine.

## **Article 9. NOMINATION AND ELECTION OF OFFICERS**

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### **Section 1. Nomination of Officers**

The nominating committee shall nominate for each office of RCI, Inc. and shall have such other duties as assigned by the board of directors.

### **Section 2. Election of Officers and Their Terms**

- A. All officers of RCI, Inc. shall be elected by a vote of the voting membership. Write-in candidates will be accepted on all ballots provided they meet all requirements for office, and a candidate may be elected with a plurality of all the votes cast.
- B. The terms of officers shall begin at the conclusion of the annual meeting at which they were elected. The first vice president shall assume the office of president at the conclusion of the term as first vice president.
- C. The president, first vice president, second vice president, and secretary/treasurer so elected shall hold office until their successors are elected, or otherwise selected in accordance with RCI, Inc. bylaws. Tenure for offices other than secretary/treasurer shall be limited to a single one-year term. The secretary/treasurer may serve for a total of three consecutive one-year terms.



## **Article 10. REGION DIRECTOR NOMINATION, ELECTION & TERM OF OFFICE**

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### **Section 1. Nomination of Region Directors**

- A. Region directors shall be Consultant members who have been active members in good standing for the previous two (2) or more years.
- B. The Region Director and the RCI Nominating Committee shall solicit, qualify and nominate no more than two (2) candidates for region director, at least 120 days before the RCI, Inc. annual meeting.
- C. The Region Director shall verify that the nominees are currently Consultant members of RCI, Inc. and have been members in good standing for the previous two (2) years, validate the nomination, and submit the names to the secretary/treasurer at least 90 days prior to the annual meeting.
- D. Limitation: Elected directors shall not succeed themselves after having served two full terms without approval of the board of directors. Interim-appointed directors may run for director but shall not succeed themselves following a second elected term without approval of the Board of Directors.

### **Section 2. Election and Term of Office**

- A. Region directors shall be elected by mail ballot cast by all eligible members within the region. Write-in candidates will be accepted on all ballots cast, provided they meet all requirements for the director position.
- B. Consultant members, consultant affiliate members, and Industry members who are Registered Roof Consultants who attained registration prior to March 1, 1995, may vote for the director of their respective region.
- C. A director may be elected with a plurality of all votes cast.
- D. The directors so elected shall hold office for two years with a maximum of two consecutive terms or until their successors shall be duly elected or otherwise chosen in accordance with these bylaws. The terms of the directors shall be staggered so that no more than four of the directors' terms shall expire within one year.  
  
The terms of directors shall begin at the conclusion of the annual meeting following their election.
- E. If any region shall fail to elect a director prior to the close of the annual meeting, that director's position shall be declared vacant, and the president of RCI, Inc. elected at said meeting shall have authority to appoint an individual from said region to serve as interim director, in accordance with Bylaws Article 5, Section 8-B.

## **Article 11. DISQUALIFICATION OF OFFICERS, DIRECTORS & COMMITTEE CHAIRS**

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### **Section 1. Performance**

Due to the need for smooth governance of RCI, Inc., all officers, directors or committee chairs shall be subject to performance review by the Executive Committee. If any officer, director or committee chair is found by the Executive Committee to be performing in a fashion detrimental to the function and/or reputation of RCI, Inc., the Executive Committee's review of performance shall be presented to the Board of Directors. If performance is found by the Board to be detrimental to the function of RCI, Inc., a vote shall be held for the purpose of removal and replacement of the person in that position. A 2/3 majority vote of the Board of Directors shall dictate all actions to these ends. Members under review shall have no vote in the review proceedings. An officer, director or any executive vice president and CEO convicted of a felony shall be removed from office.

### **Section 2. Termination of Membership**

Officers or directors of RCI, Inc. who cease to be members of RCI, Inc. shall thereupon no longer hold such office in the organization.

## **Article 12. COMMITTEES**

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### **Section 1. General**

The Board shall create such committees of the Board and of RCI, Inc. and shall delegate to these committees such powers and functions as it finds desirable for the conduct of its business and for carrying out the purposes for which RCI, Inc. has been organized. It may authorize reimbursement for justifiable expense by these committees. Committee chairpersons shall be appointed or re-appointed by the president according to RCI, Inc. policy. All procedures and actions of any committee are subject to approval by the Board. Committees and their responsibilities shall be as outlined in the RCI, Inc. Policy Guidelines Manual.

### **Section 2. Limitations of Authority**

- A. No committee shall have authority to:
  - 1. Dissolve, merge, consolidate or change RCI, Inc. Bylaws or amend the Articles of Incorporation, or sell, lease, or exchange all or any portion of RCI, Inc.;
  - 2. Designate any additional committee or fill vacancies on the Board;
  - 3. Amend or repeal any resolution of the Board.
- B. Any committee, or any member thereof, may be discharged or removed by action of a majority of the Board. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board or any member thereof of any responsibility of liability imposed upon it or him by law.

### **Section 3. Committee Structure**

- A. RCI, Inc. shall have Committees, Subcommittees and Task Forces.
- B. Committees are those which have administrative or program responsibilities, and which are permanent entities, that is, without definite term. All members of committees shall be RCI, Inc. members.
- C. Subcommittees shall be formed for a specific purpose and shall report to the committee with which their action is most closely associated.
- D. Task Forces are a body of members appointed by the President and given a specific assignment/charge with a completion date. A task force is disbanded after completion of its assignment.

## **Article 13. REGIONS AND CHAPTERS OF RCI, INC.**

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### **Section 1. General**

Regions and chapters shall abide by the regulations and requirements of RCI, Inc. as provided in these bylaws and as adopted from time to time by the Board.

### **Section 2. Regions**

Regions are geographical entities defined and established by the Board of Directors. They provide an organizational structure to assist in the administration of the objectives of RCI, Inc.

Each region shall have an elected director and consist of members of RCI, Inc. who are in good standing, and whose address in RCI, Inc. membership files falls within that region.

### **Section 3. Chapters**

- A. The Board is authorized to charter a chapter in any area within the domain of RCI, Inc.
- B. Approval of a chapter shall be contingent upon acceptance by the Board of the proposed chapter's bylaws. The Board shall accept and approve only those proposed chapter bylaws, which are consistent with the provisions of the RCI, Inc. Articles of Incorporation, the Bylaws, the RCI, Inc. Policy Guidelines Manual, and the Chapter Organization Manual.
- C. A chapter not located within a region shall be classified as a Chapter-at-Large.
- D. The Board may withdraw any chapter's charter for being unable to meet the requirements of these bylaws.

## **Article 14. MEMBERS AND THEIR ELECTION**

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### **Section 1. Membership Classification**

RCI, Inc. shall consist of individual consultant, consultant affiliate, industry, industry affiliate, facility manager, associate, quality assurance observer, student, retired, emeritus, and honorary members. Firms or corporations are not eligible for membership. The number of voting members per company or corporation including subsidiaries is limited to no more than 10% of the total voting membership of RCI, Inc.

### **Section 2. Consultant Members**

- A. Consultant members shall be those individuals who are practicing consultants, architects, or engineers. They shall not be employees or principals of any business entities controlling or directing the application, manufacture, distribution, sales, or marketing of roofing, waterproofing, and exterior wall products and services, and shall have no conflict of interest as defined in Article 16 of these bylaws.
- B. Consultant and Consultant Affiliate members shall be eligible to vote, serve on committees, and hold any office of RCI, Inc.
- C. Consultant members may sponsor up to two Consultant Affiliate members.

### **Section 3. Industry Members**

- A. Industry members shall be those individuals who are employees or principals of any business entity directing and controlling the application, manufacture, distribution, sales, or marketing of roofing, waterproofing, and exterior wall products and services.
- B. Industry members shall not be eligible to vote or hold office, unless they are Registered Roof Consultants who attained registration prior to March 1, 1995. They may, however serve on committees.
- C. Industry members may sponsor up to two Industry Affiliate members.

### **Section 4. Facility Manager Members**

- A. Facility Manager members shall be those individuals whose professional responsibilities include management, development, or maintenance of buildings, both public and private.
- B. Facility Manager members shall not be able to vote or hold office, but may serve on committees.

### **Section 5. Associate Members**

- A. Associate members shall be those individuals who are not actually within the roofing, waterproofing, and exterior wall industries, such as educators and employees of business concerns and government agencies, but who share an interest in the activities of RCI, Inc.
- B. Associate members shall not be eligible to vote or hold office, but may serve on committees.

## **Section 6. Affiliate Members**

- A. Affiliate members shall be sponsored or hosted by a Consultant or Industry member within the same firm as the Affiliate.
- B. Affiliate members shall have the same rights and privileges of their sponsoring Consultant or Industry members.

## **Section 7. Student Members**

- A. Student members shall be full-time students enrolled in an undergraduate or graduate program in a curriculum related to construction in an educational institution.
- B. Student members shall not be eligible to vote or hold office, but may serve on committees.

## **Section 8. Quality Assurance Observer Members**

- A. Quality Assurance Observer members shall be those individuals who are independent quality observers. They shall not be employees or principals of any business entities controlling or directing the application, manufacture, distribution, sales or marketing of roofing, waterproofing, and exterior wall products and services and shall have no conflict of interest as defined in Article 16 of these bylaws.
- B. Quality Assurance Observer members shall not be eligible to vote or hold office, but may serve on committees.

## **Section 9. Government Liaisons**

- A. Government Liaisons: One RCI Government Liaison shall be permitted from each state or province.
- B. Government Liaisons shall not be eligible to vote or hold office, but may serve on committees.
- C. Government Liaisons are exempted from annual dues.

*This category of membership was eliminated by board action on March 25, 2010. However, Government Liaison members at the time of this change may continue to be Government Liaison members as well as participate in the Government Advisory Council effective as of this date (see VII. Liaison, D. Government Advisory Council).*

## **Section 10. Retired Members**

- A. Retired members shall be consultant, industry or associate members who are no longer engaged in income-producing activities. A member shall be eligible for Retired Member status if the person has been a continuous member in good standing of RCI for a period of 15 years, is at least 65 years of age, and has retired from active practice. For these purposes, "active practice" shall mean providing consulting services totaling more than 300 compensated hours in a given calendar year. Retired members shall have the rights and privileges of consultant, industry or associate members in accordance with the classification held at the time of application for a change in status.

- B. A member granted Retired Member status shall receive a waiver of one-half of annual dues.
- C. Members who wish to be granted Retired Member status are entrusted to honor the provision concerning active service as stated above.

### **Section 11. Members Emeritus**

- A. Members Emeritus shall have been members in good standing in RCI, Inc. for the past twenty years, have reached the age of 70 years, and have submitted a documented application to the secretary/treasurer of RCI, Inc. Members so qualified may, upon approval of their application by RCI, Inc., be granted the status of Member Emeritus. Members Emeritus shall have the rights and privileges of the classification held at the time of application for change in status, and shall be entitled to print and otherwise use, as a suffix to their name, the title Member Emeritus.
- B. At their discretion, the Board of Directors shall have the authority to grant Member Emeritus to any active member of RCI, Inc.
- C. Members Emeritus are exempted from annual dues.

### **Section 12. Honorary Members**

- A. Honorary Members shall be individuals who have been recommended for such membership by their region or by documented application to the secretary/treasurer of RCI, Inc. Individuals so qualified may, upon approval of their application by RCI, Inc., be granted the status of Honorary Member.
- B. Honorary Members shall not be eligible to vote or hold office, but may serve on committees.
- C. Honorary Members are exempted from annual dues.

### **Section 13. Election of Members**

- A. Upon receipt and acceptance of a signed membership application and the payment of dues, an applicant for membership shall become a member of RCI, Inc. Election to RCI, Inc. shall impart membership in a region but shall not impart or convey membership to any chapter within the region.
- B. Any action taken by the secretary/treasurer under this section of the bylaws may, within a period of one year from the date of said action, be appealed to the Board for final determination. Appeals may be filed by any member or chapter of RCI, Inc., including the member or applicant directly concerned.

### **Section 14. Members' Rights to Use RCI, Inc. Name**

- A. Charter members of RCI, Inc. shall have the right and privilege to use the title Charter Member of RCI.

- B. The rights of Members Emeritus, Honorary Members, and Fellows of RCI, Inc. to use the organization name are defined in the RCI, Inc. Policy Guidelines Manual.

## **Section 15. Changed Classification of Members**

- A. If at any time a Consultant, Industry or Affiliate member no longer qualifies in their assigned membership classification due to a change in principal activities, employment or occupation, the member's classification shall be changed to that under which the member qualifies in their new principal activities employment or occupation. A Consultant member whose activities change temporarily so that the member would no longer qualify as such may nevertheless continue in their consultant membership classification for a period not exceeding six months, whereupon, the disqualifying activity continues, the member's classification shall automatically become that of an Industry or Affiliate member.
- B. If the membership classification of officers or directors changes after election to office, that officer or director may continue in the office under the original membership classification until the expiration of the term of office.
- C. The director and/or the chapter board shall take action on such changes in membership classification, and promptly notify the secretary/treasurer of the change. A member not affiliated with a chapter shall submit a notice of change in activities to RCI, Inc. secretary/treasurer, who shall take action on the change in membership status.
- D. If at any time a Registered Roof Consultant, Registered Waterproofing Consultant, Registered Exterior Wall Consultant, Registered Building Envelope Consultant, or Registered Roof Observer no longer qualifies in such position due to change of their principal activities, employment or occupation, membership classification shall be changed to that under which the member qualifies in their new principal activities, employment or occupation. If at any time members holding these registrations are no longer in good standing with RCI, Inc., all rights, privileges and benefits of the member classification shall be suspended.
- E. If at any time a member is no longer in good standing with RCI, Inc., all rights, privileges and benefits of the classification shall be suspended.
- F. If the membership status of a member who sponsors an affiliate changes, then the membership status of the affiliate shall terminate in six months.

## **Section 16. Duration of Membership and Resignation**

Any member may withdraw from RCI, Inc. by giving notice in writing to the secretary/treasurer sixty days prior to the date of withdrawal, but this shall not relieve the member of liability for all dues or other obligations in arrears. All rights, privileges and interests of a member in or to RCI, Inc. shall cease on the termination of membership. Dues shall not be subject to refund in the event of resignation.

## **Section 17. Suspension and Expulsion**

- A. Any member may be expelled, censured or suspended as the Board shall determine for conduct on his/her part detrimental to the welfare, interest or character of RCI, Inc., as specified in the RCI Code of Ethics, by affirmative vote of two-thirds of the members of said Board, provided notice in writing, together with a copy of the charges and specifications shall have been sent to said member or a designated representative at least thirty days before the meeting of the Board where such action is to be considered. A member so accused may appear before the Board and may have legal representation at said meeting, and shall have the right to appeal the decision of the Board, to the Board at its next regular meeting or to the members at the next regular membership meeting of RCI, Inc. The majority decision of the members of RCI, Inc. present at such Board or membership meeting shall be final.
- B. In the event charges in writing are referred to the secretary/treasurer or his/her delegate by any member or registrant against another member or registrant, the charges shall be submitted to the Board or committee established thereby to determine the validity of the charges. If it is determined that the charges are valid, the Board or committee so determining shall give notice in writing to both the person preferring the charges and the person so charged as stipulated above.
- C. Any member whose dues remain delinquent 90 days past his/her annual membership renewal date shall be deemed to have terminated membership in RCI, Inc. provided the member has been notified of impending membership termination. Such termination shall not relieve any member of liability for unpaid dues or other obligations in arrears.

## **Section 18. Individual Property Rights**

Individual members shall have no property rights in any property of RCI, Inc.

## **Article 15. REGISTRATION**

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RCI shall maintain registration programs for Registered Roof Consultants, Registered Waterproofing Consultants, Registered Exterior Wall Consultants, Registered Building Envelope Consultants, and Registered Roof Observers. The Board shall continue to develop and maintain additional registration programs beneficial to the membership.

## **Article 16. CONFLICT RESOLUTION**

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### **Section 1. Conflict of Interest**

Conflict of interest shall be any activity or employment having any significant financial or other interests or acceptance of any contribution, if it would reasonably appear that such activity, employment, interest, or contribution could compromise the consultant's professional judgment or prevent the member or registrant from serving the best interests of the client or employer.

- A. Any member or registrant whose firm or affiliate would subsequently bid for the construction based upon specification documents developed by that consultant would demonstrate a conflict of interest.



- B. Any member or registrant whose firm, interest, or affiliate would subsequently provide materials on a project developed by that consultant would demonstrate a conflict of interest.
- C. Any Consultant member who publicly endorses a product or roofing system or permits the use of the member's name or photograph in such a way as to imply such endorsement would demonstrate a conflict of interest.

## **Section 2. Ethics Code and Ethics Committee**

The Board is authorized and directed to formulate and amend from time to time an Ethics Code, Ethics Administrative Procedures and to provide for the appointment of an Ethics Committee to conduct investigations and make recommendations to the Board with respect to any members or registrants that may have violated the Ethics Code.

## **Article 17. JURY OF FELLOWS**

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### **Section 1. Composition and Terms of Office**

The Jury of Fellows shall consist of all living Fellows of RCI, Inc. who remain members in good standing in RCI, Inc.

### **Section 2. Qualifications for Fellowship**

Any member of RCI, Inc. may be advanced to fellowship if he has been a member for not less than four years, is in good standing and has notably contributed to the advancement of the roofing, waterproofing, or exterior wall industry or consulting through communication, education, research and/or service to RCI, Inc. Nomination and selection of members for fellowship shall be carried out in accordance with RCI, Inc. policy.

### **Section 3. Rights and Privileges**

- A. A Fellow of RCI, Inc. shall retain the rights and privileges as a member, as applicable, and shall have the additional right and privilege to print and otherwise use the title Fellow of RCI, Inc. or the initials FRCI as a suffix to his name.
- B. A member who has been advanced to fellowship shall retain all rights and privileges of Fellows of RCI, Inc., except voting rights in the event he terminates his membership in RCI, Inc., regardless of subsequent change in membership status, occupation or retirement. A member having been advanced to fellowship shall lose all rights and privileges as a member and fellow if his membership is terminated as provided in these Bylaws.

## **Article 18. MEETINGS OF RCI, INC.**

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### **Section 1. Annual Meeting**

RCI, Inc. shall meet annually for the transaction of its business at a time and place fixed by the Board. All RCI, Inc. members in good standing are allowed access to the annual meeting and can participate in discussion. Voting at the annual meeting is limited to RCI, Inc. voting members.

## **Section 2. Special Meetings**

Special meetings may be called whenever the Board shall deem it necessary, and shall be called upon the written request to the president of RCI, Inc. by 50 percent (50%) of the region directors or 25 percent (25%) of the voting membership.

## **Section 3. Announcement of Meetings**

A written notice stating the purpose, place, day and hour of a meeting shall be delivered not less than twenty days prior to the date of said meeting either personally or by mail to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of RCI, Inc., with prepaid postage.

## **Section 4. Quorum**

Ten percent (10%) of the voting membership of RCI, Inc. shall constitute a quorum at any meeting of the members.

## **Section 5. Order of Business**

The order of business for meetings of the members of RCI, Inc. shall be determined by the Board. The order of business may be altered at any meeting by request of a majority of voting members present. *Robert's Rules of Order, Newly Revised*, shall govern, except when otherwise provided in these bylaws.

# **Article 19. FISCAL ADMINISTRATION**

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## **Section 1. Fiscal Year**

The fiscal year of RCI, Inc. shall be determined by the Board of Directors.

## **Section 2. Dues**

The dues for each membership classification are set by the Board. Any change in the dues structure must be approved by a two-thirds majority of those members of the Board present at a regularly scheduled Board meeting.

# **Article 20. AMENDMENTS**

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These bylaws may be altered, amended, or repealed, or new bylaws adopted only with approval by a two-thirds majority of the RCI voting members who submit ballots.

Proposed Amendments shall be presented to the secretary/treasurer either by a majority vote of the Board or by a Sponsor in the form of a written petition signed by no less than five (5) percent of the RCI voting membership. This percentage shall be based on the total number of voting members as of the date the petition is received by the secretary/treasurer.

The Sponsor shall be a voting member of RCI.

Within four weeks of his receipt of a petition, the secretary/treasurer shall verify the authenticity of the signatures and, if the petition complies with these bylaws, send ballots by first class mail or electronic communication to all RCI voting members. Ballots shall be returned by the voting membership to the secretary/treasurer within 4 weeks of that date.

RCI shall provide Web site space for RCI members to post comments concerning proposed amendments. Comments shall be limited to 500 words. The secretary/treasurer shall have the right to redact comments to assure propriety.

The secretary/treasurer will tabulate the returned ballots and shall certify the results to the Board of Directors. The amendment shall become an effective part of the bylaws immediately upon notification to the Board by the secretary/treasurer that a 2/3 majority of the ballots received have voted to approve it. The secretary/treasurer will promptly notify the RCI membership of bylaws changes.

## **Article 21. ANTITRUST COMPLIANCE POLICIES AND PROCEDURES**

### **Section 1. Jurisdiction**

These policies and procedures apply to all meetings of the membership board, committee and other meetings sponsored by RCI, Inc., all meetings attended by representatives of RCI, Inc. and to RCI, Inc.'s employees in all of their activities within the scope of their employment.

### **Section 2. Prohibitions and Violation**

- A. Discussions of prices or price levels are prohibited. In addition, no discussion is permitted of any elements of a company's operations, which might influence price.
- B. It is a violation of the antitrust laws to agree not to compete; therefore, discussions of divisions of territories or customers or of limitations on the nature of business carried on or products sold are not permitted.
- C. Boycotts in any form are unlawful. Discussion relating to boycotts is prohibited, including discussions about blacklisting or unfavorable reports about particular companies, including their financial situation.

END OF DOCUMENT

**File History:**

Adopted 1994

Revised April 1995

Revised March 1996

Revised February 1997, Article 8, Section 3

Revised August 1997, Article 10, Section 2

Revised April 1998, Article 10, Article 1.

Revised September 2001

Revised December 2001

Revised June 2003

Revised November 2004

Revised September 2005

Revised March 2006

Revised March 2007

Revised March 2012, Article 20

Revised May 2014, Article 5, Section 2; Article 10, Section 1

Revised December 2015, Article 5, Section 4, Article 14, Sections 10-11,18, Article 16, Section 2

Revised February 2016, "Professional" Member to "Consultant" Member