

**RCI, Inc.**  
**POLICY GUIDELINES MANUAL**



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## **I. Authority**

- A. These rules are policy decisions made by the Board of Directors of RCI for conducting the affairs of RCI. They supplement the provisions of the Articles of Incorporation and Bylaws.
- B. RCI written procedures give guidance and further define administrative practices for implementing Bylaws and Board policies and rulings.
- C. In the event there is a conflict between this document and the Bylaws or the Articles of Incorporation, the Articles of Incorporation take precedence, followed by the Bylaws.

## **II. General Policies**

### **A. RCI Mission Statement**

The mission of RCI is to advance the profession of building envelope (roofing, waterproofing and exterior wall) consultants.

### **B. Strategic Plan will be reviewed annually.**

### **C. Dividends: No dividends may be declared by RCI and none shall be paid.**

### **D. Gifts: The board may accept on behalf of RCI any contribution, gift, bequest, or devise for the general purposes or for any special purpose of RCI.**

### **E. Books and Records: RCI shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board, and committees and shall keep at the registered or principal office of the association a record giving the names and addresses of the members. Books and records may be inspected by any member for any proper purpose at any reasonable time. Review of IRS Form 990, original applications for tax-exempt status, and audited financial statements will be allowed by members. IRS Form 990-T is considered confidential and not available for public inspection.**

### **F. Waiver of Notice: Whenever any notice is required to be given to any member or Board member by law, by the charter, or by the Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated, therein shall be equivalent to the giving of such notice.**

### **G. RCI Seal: The Board of Directors shall approve and standardize the use of one seal, which shall appear on documents that are official RCI documents.**

### **H. Use of RCI Logo and Affiliated Materials:**

- 1. "RCI" shall be retained as the name of the organization, and a logo with the letters "RCI" shall be emphasized. Headquarters' staff shall develop a set of standards as to style, size of type, and color of the logo letters, for use by the organization. For Chapter suggested usage, these standards shall be followed.

2. The RCI logo is intended for use on RCI, region, and Chapter official publications, region conference promotion material, letterhead, membership certificates, podium and stage banners, and awards.
3. RCI Chapters and regions have the right to use the RCI logo on letterheads and official publications, provided that such publications are prominently identified with the Chapter or region name.
4. Any use of the RCI logo by a member, Chapter or region other than provided in paragraphs 2 and 3 above, requires prior approval. A request for the use of the RCI logo shall be submitted to the executive vice president & CEO. A representative sample of the item shall be submitted with the request. The executive vice president & CEO shall review and approve or reject the request based on the appropriateness of use in accordance with RCI policy.
5. Use of RCI letterhead is restricted to its Board, committee chairs, and staff for RCI business.

I. Use of Initials and Titles

1. These rules and guidelines shall be utilized in listing members' names in correspondence, directories, membership certificates, certification achievement certificates, honor and awards certificates, ballots, and publications.
2. When it is impractical due to lack of space or other reason to list all designations that a member is entitled to use, designations not associated with RCI membership, honors, and certification may be eliminated.
3. These rules are not intended to define how a member lists designations on letterheads, business cards, telephone directories, publications of other organizations, and for other uses not related to RCI.
4. To the extent possible, RCI shall list designations as requested by a member, if the request does not conflict with these rules. Unusual requests and situations not covered by these rules and guidelines shall be determined by RCI.
5. Initials shall be uppercase unless otherwise stipulated by granting organization or precedence, without periods except multiple letter abbreviations, and separated by commas.

J. Indemnification & Fidelity Bond

1. RCI shall indemnify every person who is or was a director, officer, or employee of RCI, or who is serving or has served at its request as a director, officer, or employee of any other corporation (hereafter referred to as "other corporation") against reasonable expenses, including attorneys' fees and disbursements, judgments, decrees, fines, penalties, and amounts paid in settlement, in connection with any pending or threatened claim, action, suit or proceeding (civil, criminal, administrative, or investigative) in which he may be involved or threatened to be involved, as a party or otherwise, by reasons of being or having been such director, officer, or employee;

provided a determination is made in the manner provided in 2 of this section that such person:

- a) Was not willfully negligent or guilty of willful misconduct in the performance of duty to RCI or other corporation of which the individual is or was a director, officer or employee;
  - b) Acted in good faith in what he reasonably believed to be the best interest of RCI or other corporation;
  - c) Was not in any matter the subject of a criminal action, suit or proceeding, had not reasonable cause to believe that his conduct was unlawful, and,
  - d) In the case of amounts paid in settlement, that such settlement is or was reasonable and in the best interests of RCI or other corporation; provided, however, that if at any time any provisions are contained in the law of the state of North Carolina prohibiting indemnification in respect of any claim, action, suit or proceeding except upon a determination of the extent thereof in the manner provided therein, then indemnification in respect thereof shall be made in accordance with such provisions.
2. The determination as to a), b), c) and d) in the preceding paragraph may be made by an adjudication of a court of competent jurisdiction. All determinations, except those made by such prior adjudication, shall be made:
- a) By a majority vote of a quorum consisting of disinterested members of the Board of Directors (namely those who are or were not parties to or threatened with any such claim, action, suit or proceeding);
  - b) If such a quorum is not obtainable or, even if obtainable, if the quorum of disinterested members of the board so directs, by independent legal counsel in a written opinion.
3. Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by RCI to the director, officer, employee or his legal counsel prior to the final disposition thereof upon receipt of an undertaking by the director, officer, or employee to repay such amount as shall not ultimately be determined to be payable to him hereunder.
4. The rights of indemnification provided hereunder shall not be deemed exclusive of other rights to which any such director, officer or employee now or hereafter may be entitled; shall continue to a person who has ceased to be an officer, director, or employee; and shall inure to the benefit of such person's heirs and legal representatives.
5. RCI shall acquire and maintain directors and officers insurance.
6. Fidelity Bond: Every person entrusted with the handling of funds or property of RCI shall be bonded in such form and in such amount and with surety satisfactory to the Board, for any fraudulent or dishonest act or acts committed against RCI while acting alone or in collusion with others. The cost of said bond shall be paid by RCI.

#### K. RCI Office Location

1. Principal Offices: The principal office of RCI shall be located at such site as shall hereafter be selected by the Executive Committee of RCI and approved by the Board.
2. Registered Office: The registered office of RCI, Inc. required by law to be maintained in the state of North Carolina may be, but need not be, identical to the principal office.
3. Other Offices: The organization may have offices at such places, either within or without the state of North Carolina, as the Board may designate or as the affairs of RCI may require from time to time.

### III. Board of Directors

#### A. Responsibilities

1. Officers-elect and directors-elect, attending Board meetings at the invitation of the president prior to beginning their terms of office are encouraged to participate in discussions but will not participate in actions of the Board.
2. The first vice-president shall be coordinator of the region directors.
3. The second vice-president shall be coordinator of the annual convention.
4. The secretary/treasurer shall be coordinator of the committee chairpersons, is responsible for membership development, and shall have oversight of RCI's fiscal assets.
5. Directors shall serve as members of the Board of Directors and act as the communication link between RCI and the members and Chapters in the region in which they reside.
6. The immediate past president and the executive vice president and CEO shall comprise the remainder of the Board.

#### B. Election to Office

1. The RCI Nominating Committee shall consist of the chair and Consultant members appointed by the president one from each region for a three-year term. Members of the Board shall be ineligible to serve on the Nominating Committee.
2. Nomination of Officers
  - a) Nomination of officers shall be made by the Nominating Committee or may be made from the floor of the annual meeting by a voting member.

- b) The Nominating Committee shall make one or more nominations each for the office of the two vice presidents and secretary/treasurer as their terms expire, and submit its nominations to the secretary/treasurer prior to the annual meeting.
  - c) In the event that the first vice-president is unable to serve as president, the Nominating Committee shall make one or more nominations for the office of president and shall submit same to the secretary/treasurer prior to the annual meeting.
  - d) All nominees for officers shall be Consultant members of RCI in good standing for a minimum of two years.
  - e) The Nominating Committee's list of nominees for officers shall include members from at least three different regions.
3. Procedures for nomination of RCI officers from the floor of the annual meeting:
- a) Each nominating petition shall be in compliance with the RCI Bylaws, Article 9, Section 1, with the nominee's signed agreement to serve, if elected.
  - b) Each petition shall be accompanied by full information required by the Board and by a signed statement from the proposed nominee, indicating a willingness to serve. A petition shall be considered valid if it complies with the Bylaws and contains the required information. In addition to their signatures, all signatories to the petition shall type or print their names and shall show their home Chapters, regions, and membership classifications.
  - c) The Nominating Committee shall verify the validity of petitions and ballots.
  - d.) The EVP/CEO or an RCI staff member specifically assigned by the EVP/CEO will conduct a routine background check on every candidate for the board of directors.
4. Election of Officers and Their Terms
- a) Each nominee for a contested position shall have an opportunity to address the voting membership at the annual meeting. Such address shall precede the vote and be limited to no longer than five minutes.
  - b) All officers of RCI shall be elected by a vote of the voting membership. The vote shall be by secret ballot cast by those members eligible to vote, in accordance with *RCI Bylaws* Article 9, Section 2. 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.
  - c) The Nominating Committee shall follow the *Procedures for On-site RCI, Inc. Elections* during the voting process of the *Annual Meeting of the Members*.
  - d) The number of votes cast shall be confidential and only the name of the winner of the vote will be disclosed.



- e) No person running for the position of officer of RCI is entitled to have an observer present during the counting of the ballots.
- f) Following the announcement of the vote, a motion shall be made by the nomination committee chairperson to destroy all ballots. Providing the motion passes all votes are to be destroyed.
- g) 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.
- h) 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.
- i) The president, first vice-president, second vice-president, and secretary/treasurer so elected shall hold office for one year or until their successors are elected or otherwise selected in accordance with RCI Bylaws.

5. Procedure for the Election of Region Directors

- a) Each Region Director is responsible for coordinating the election of his/her successor. At least 120 days prior the RCI Annual Meeting in the year that the Region Director's term expires, the Region Director will use the assistance of the RCI Nominating Committee to identify and select qualified candidates to fill the Region Director position. The Region Director shall establish a time frame for mailing out ballots, deadline for their return, and time for opening in accordance with RCI Bylaws.
- b) The Region Director and the Members of the Nominating Committee shall solicit nominees for Regional Director position.
- c) The Region Director must verify the eligibility of each candidate with RCI Headquarters.
- d) Candidates shall submit letters of intent and resumes for review by the Region Director and Nominating Committee. They shall be accepted and invited to each address the Nominating Committee and Region Director for a brief period of time during a teleconference. The order of presentation shall be by random lot.
- e) After all candidates have spoken, each candidate shall be offered the opportunity to readdress the Region Director and Nominating Committee proceeding in reverse order to their initial presentations. The Region Director and Nominating Committee shall undertake a question-and-answer session with all candidates.
- f) Candidates shall exit the teleconference after the question-and-answer session. The Region Director and Nominating Committee shall discuss each presentation, and by vote, accept or excuse from consideration each candidate. The list of region nominees shall be communicated to the Board of Directors.

- g) Each nominee shall supply a personal photograph and prepare a written statement (maximum 1/2 page) of their primary goals, qualifications and personal information they wish to have included with the ballot.
- h) A certification statement shall be included with each ballot and nominee's resume. Such statement attests the voter is an RCI member and eligible to vote in this election. It shall be signed and returned in the same envelope with the completed, unsigned ballot. The ballots and certification statements are to be duplicated onto differently colored paper. Should the ballot be sent electronically, a certification statement must be included along with the electronic ballot with available space for required individual member endorsement.
- i) A stamped envelope, marked "ballot" across the envelope back flap, shall be return addressed to RCI HQ. Ballot envelopes shall be opened and a box shall be marked on the ballot that it was duly accompanied by a signed certification statement. The certification statement is to be kept separate from the ballot, once the ballots are opened. Should the ballots be sent electronically, a certification statement must be endorsed for submitted ballot to be considered valid. Proof of valid ballot count must be provided separately from endorsed certification statements to allow all ballot results to remain anonymous.
- j) A minimum of one Consultant member in the proximity of HQ shall be present to witness the ballot opening and to tabulate results. Should the vote be conducted electronically, this process shall will not be required.
- k) The newly elected director and the Board of Directors shall be notified immediately as to the election results.

#### **IV. Regions**

##### **A. Region Administration**

1. Each region director shall be the primary administrative step in the liaison and communication link between RCI and the Chapter.
2. The regions shall comply with RCI Bylaws, policy, and other administrative and organizational rules.

##### **B. Boundaries: Region boundaries shall encompass the following (by states or provinces except as noted):**

1. Region I: Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Puerto Rico, Rhode Island, Vermont and West Virginia.
2. Region II: Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee and Virginia.
3. Region III: Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, South Dakota and Wisconsin.

4. Region IV: Arkansas, Louisiana, Oklahoma, Texas.
  5. Region V: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington and Wyoming
  6. Region VI: Alberta, British Columbia, Manitoba, Northwest Territories, Nunavut, Saskatchewan, Yukon
  7. Region VII: Newfoundland/Labrador, Quebec, Prince Edward Island, Nova Scotia, New Brunswick, and Ontario
- C. Membership Location: The region of an applicant for membership, otherwise eligible as set forth in Article 14 of the Bylaws, shall be determined solely by the applicant's residence or principal place of business.

D. Chapter Liaison

1. It is the intention of the Board of Directors of RCI that Region Directors play an active role in the development and maintenance of Chapters. To assist in serving this function, the Region Director shall be an ex officio member on the Board of Directors of each Chapter in his or her region.
2. Ex officio membership status is to confer on the Region Director all of the privileges of being a Chapter officer without any of the obligations. In other words, the Region Director is not required to attend each Chapter meeting, work on committees, participate in fund-raising events, etc. Region Directors are not intended to be voting members of Chapter boards of directors. The Director shall receive all board communications, including minutes of meetings, budget reports and copies of pertinent correspondence.
3. Region Directors shall coordinate the resources of RCI in the formation of local Chapters within their region. Region members shall include the Region Director in all aspects of the start-up of a Chapter.
4. Region Directors shall provide assistance in the continuing operations of Chapters within their Region. Assistance shall include mentoring of Chapter leaders, coordination of the interaction between RCI and Chapters, and support during changes in leadership from one term to the next.
5. Region Directors shall not manage the Chapter. It is RCI's intention that Region Directors act as a resource to assist in the ongoing operations of Chapters within their region.

**V. Chapters**

A. Chapter Bylaws/Charters

1. The first Chapter established in a state or province shall serve the needs of the entire area. When more than one Chapter is located within the state or province, each Chapter shall serve a city or area smaller than the entire state or province.

2. As soon as practicable, Chapters shall consult legal counsel regarding the advisability of incorporating as a nonprofit organization.
3. Should any Chapter wish to change its name from that given in its Bylaws, the Chapter may do so if the Board of Directors approves.
4. A new Chapter shall first submit proposed Bylaws to the secretary/treasurer, who will review them and make appropriate recommendations for revisions. After the secretary/treasurer is satisfied that the Bylaws are in substantial compliance with the RCI Bylaws, the secretary/treasurer shall make a recommendation to the Board to approve the Bylaws of the proposed Chapter and charter it.
5. Chapters shall determine by vote of their members whether funding will be the result of dues, special events or a combination of sources. The Chapter shall establish a checking account requiring a dual signature for authorization. Collection of dues, fund raising and management of the financial activities of the Chapter are to be conducted on a local level.

B. Chapter Endorsements

1. Chapters shall refrain from officially commenting on the value of manufacturers' material.
2. All incidents involving publications of a company, firm, or corporation, indicating that such company, firm, or corporation is a member of RCI, are in violation of the RCI Bylaws. Chapters shall promptly report such incidents to the executive vice president & CEO for disposition by the RCI president.

C. Chapter Responsibilities

1. Chapters shall actively campaign for new RCI members.
2. Chapters shall participate in proposed construction industry revisions to obsolete or inequitable provisions of local building codes by:
  - a) Providing cooperative liaison with other local professional societies in behalf of, and in promulgation of, such proposed revisions.
  - b) Providing Consultant member representatives at municipal or other hearings concerning such proposed revisions.

D. Chapter Awards: Chapters shall not publicize the names of nominees for RCI awards until the awards have been approved by RCI.

E. Withdrawal of Chapter Charters

1. The Board is authorized to withdraw from any Chapter its charter, for being unable to meet the requirements of RCI Bylaws or for being unable to maintain a membership of not less than six Consultant members in good standing. Withdrawal

may be for any conduct or action of the Chapter in the opinion of the board prejudicial to the welfare, interest or character of RCI.

2. At least 20 days before a meeting of the board, notice in writing, together with a copy of the reason or reasons for intention to withdraw, shall have been sent to all members of RCI in good standing who are members of record in the Chapter, and to the director concerned who may have legal representation at said meeting in defense of the charges leading to the intention to withdraw. The majority decision of the Board shall be final.

## **VI. RCI Committees**

- A. Refer to the Committee Directory for committee charges, high priority objectives, detailed descriptions of each committee organization, and mission statements.
- B. The Executive Committee of the Board shall:
  1. Exercise such part of the authority of the Board in the control and management of RCI's affairs as the Board may delegate to it.
  2. Authorize allocation of funds for accomplishment of all approved committee programs.
  3. Establish the number of members, composition, and number of meetings for committees except as otherwise provided by RCI policy; select committee and subcommittee appointees; approve matrix of committee activities and formulate committee objectives; approve activities and receive reports of committees and subcommittees supervised; and make recommendations, as applicable, to the Board.
  4. Serve as/establish an Executive Search Task Force for the purpose of identifying and hiring an executive VP/CEO when necessary.
    - a. The President may expand Executive Search Task Force membership to include additional RCI member representatives for the purpose of providing the greatest practical diversity and representation of membership regions.
    - b. The Executive Search Task Force should engage a professional executive search firm to assist with position assessment, searching and screening of preliminary candidates, and transition management.
    - c. The Executive Search Task Force shall commission a stakeholder's survey to solicit input on the search for a new EVP/CEO. Survey group may include (but is not limited to): RCI BOD, Chapter Presidents, Jury of Fellows, Emerging Professionals, and other member representatives as deemed beneficial by Task Force members (survey should include 50-75 respondents).
    - d. Executive Search Task Force members in addition to the Executive Committee shall provide input to the task force for the purpose of consideration, but final selection of candidates will be made by the RCI BOD, with a super majority (2/3 minimum) required confirming the selection.
    - e. An employment offer and contract will be prepared by the RCI Executive Committee.

- f. New EVP/CEO should be engaged prior to the next Strategic Plan update, to the greatest extent possible.
5. Review EVP/CEO employment agreement at regular intervals, and update/revise as may be necessary to accommodate changes in status of the EVP/CEO and/or RCI. EVP/CEO performance reviews will be conducted by the EC, and information will be made available to the BOD.
6. Review and approve EVP/CEO expense reports at regular intervals (review may be limited to President and/or Secretary/Treasurer).

C. Committees:

1. Bylaws Committee
2. Registration Committee
  - a) Members shall include the chair and chairs of working subcommittees.
  - b) Subcommittees of the Registration Committee shall be established as appropriate to accomplish registration programs such as Registered Roof Consultant, Registered Exterior Wall Consultant, Registered Waterproofing Consultant, Registered Roof Observer and Registered Exterior Wall Observer.
  - c) Eligibility for service on the subcommittees shall be consistent with the certification program under its purview and based on the individual's experience and demonstrated expertise, including achievement of certification and award of certificates.
  - d) Records: All applications, correspondence, and examinations will be maintained in a confidential file by RCI.
3. Education Committee
4. Ethics Committee
5. Nominating Committee
6. *RCI Interface* Editorial Board
7. Annual Convention Committee
8. Chapter Development Committee
9. Advocacy Committee
10. Technical Advisory Committee
11. Emerging Professional
12. Building Envelope Symposium – U.S. and Canada

- D. Subcommittees: Long-term subcommittees can report directly to the Board via liaisons. Short-term subcommittees report to the committee chairs.
  - 1. RRC Exam Development (Subcommittee of Registration)
  - 2. RWC Exam Development (Subcommittee of Registration)
  - 3. RRO Exam Development (Subcommittee of Registration)
  - 4. REWC Exam Development (Subcommittee of Registration)
  - 5. REWO Exam Development (Subcommittee of Registration)
  - 6. Document Competition (Subcommittee of Annual Convention)
  
- E. Task Forces: Task Forces are appointed by the President and given a specific assignment/charge with a completion date for the task and are disbanded after completion.
  
- F. Committee Administration
  - 1. Except as otherwise provided in the Bylaws and RCI Policy, appointments to committees shall be for three years. No more than three consecutive reappointments shall be made to the same committee unless an exception should be approved by the sitting RCI President. Members of the Board shall not be appointed to committees except as required by the RCI Policy.
  - 2. As soon as individuals have accepted appointments, the president-elect will announce appointments to committees. Within thirty-five (35) days after committee meetings, the chair shall prepare a report and submit it to the Executive Committee or Board through the designated officer. Each chair shall submit at least one report annually.

## **VII. Liaison**

### **A. Definition, Goals and Objectives**

RCI liaison is defined as an individual who will interact with other organizations or associations for the purposes of establishing cooperation in the exchange of information, identifying cooperative projects and reporting the organizations' activities to the RCI Board of Directors. Liaisons shall be appointed by the RCI President and will serve as liaison until such time as the President selects a replacement.

The objectives of the RCI liaison are to attend meetings, seminars, and/or technical committee meetings for the purposes of providing an exchange of information between organizations, and to keep the RCI Board of Directors informed about activities of other organizations. The liaison should identify and report on areas of common interest that could result in joint activities and/or technical development between the two organizations that would benefit RCI's members and goals. Liaisons shall identify

marketing opportunities for RCI membership, and educational seminars, publications, etc. Participation in any activities of an organization beyond those activities described here, shall be as an individual and not as a representative of RCI, Inc.

The liaison will be appointed by the RCI President and will serve as liaison until such time as the President selects a replacement. Liaisons should possess good communication skills and foster the development of a professional relationship between RCI and the assigned organization.

Liaisons will prepare status reports for the Board of Directors and Executive Committee four times per year; two Board of Directors meetings (spring and fall) and two Executive Committee meetings (summer and winter).

## B. General Activities

1. RCI, Inc., a nonprofit organization as guided by federal laws, may participate in governmental activities with executive and judicial branches of municipal, state, and Federal governments which are deemed essential to the objectives of RCI, under policies and procedures established by the RCI Board.
2. RCI, Inc., its Regions, Chapters, individual members, and employees acting as agents or representatives of the organization, its Regions or Chapters, may engage in legislative activity at any level of government. Legislative activity is defined as either: (1) attempting to secure legislation to influence legislative activity in any way; or (2) taking a position or making a statement in favor of or opposition to matters within the consideration of the legislature.
3. RCI, Inc., its Regions, and Chapters may conduct informational, technical, and professional liaison with zoning boards, engineering departments, construction divisions, standards and code writing and enforcement authorities planning agencies and other non-lawmaking regulatory units of municipal, state, and federal governments, provided that:
  - a) While liaison with district offices of federal government agencies may be undertaken at the region or Chapter level, liaison with the national headquarters office of federal agencies is reserved to RCI, Inc.
  - b) The objectives of any region or Chapter liaison have been approved by the region or Chapter board of directors in full accord with the region or Chapter Bylaws and RCI Articles of Incorporation, Bylaws, and those policies and procedures established by the Board of Directors.
4. Liaison with national or international standards or code writing entities is reserved to RCI, Inc.
5. Liaison is strongly encouraged at the region or Chapter level of RCI for the advancement of technology.
6. When practicable, RCI will participate in seminars conducted by other groups by sending a lecturer to discuss subjects pertaining to construction technology.

## C. Authority and Responsibility



1. Staff participation in federal agency design or construction-related committees or organizations and in national standards-writing entities shall be the responsibility of the executive vice president & CEO.
2. RCI participation in committees created by other national or international entities for the primary benefit of the other entity shall be the responsibility of the RCI president with the advice of the Executive Committee. The benefits of this participation shall be reviewed annually to determine if continued participation is of benefit to RCI or its members.
3. Other entity participation in committees created by RCI for the primary benefit of RCI shall occur only with the approval of the president. Cost of the participation shall normally be paid by the other entity.
4. Liaison for the mutual benefit of RCI and another national or international entity shall be the responsibility of the Executive Committee. This liaison effort requires the commitment of both groups to undertake activities for their mutual benefit. All liaison activities in this capacity must be in full accord with the mission, goals, or objectives of RCI and be consistent with the Articles of Incorporation and Bylaws. Cost of RCI participation will normally be paid by RCI with the other entity paying its own expense.

#### D. Government Advisory Council

1. The Government Advisory Council consists of state, provincial, and federal personnel (those in charge of construction and/or capital allocation to projects in their jurisdiction).
2. In exchange for answering any questionnaires or surveys, the council member may choose to receive a VIP subscription to RCI's technical journal *RCI Interface*.
3. The council requires no membership, but if a council member desires membership in RCI, then the Associate membership category and fees would apply.

### VIII. Meetings

- A. Jurisdiction: These policies and procedures apply to all meetings of the Board of Directors, committee and other meetings sponsored by RCI, all meetings attended by representatives of RCI, and to RCI's employees in all of their activities within the scope of their employment.
- B. Meeting Agenda and Minutes
  1. An agenda shall be prepared in advance of all RCI-sponsored meetings.
  2. Minutes of each meeting shall be prepared and circulated to all members in attendance following the meeting.

3. In all meetings attended by representatives of RCI where discussion can border on an area of antitrust sensitivity, RCI's representative shall request that the discussion be stopped and ask that the request be made a part of the minutes; or RCI's representative should excuse himself from the meeting and request that the minutes show that he left the meeting at that point and why he has left. Any such instances should be reported immediately to the president and secretary/treasurer and through them, to legal counsel, so that the matter can be reviewed and a determination can be made as to the necessity of further action.
- C. Notification: A copy of the Antitrust Compliance Policies and Procedures are to be given to each officer, director, committee member and RCI employee annually. The same shall be read as the first order of business at all membership and governance meetings of RCI.
- D. Annual Meeting
1. Regulations for annual meetings of RCI shall be adopted at the fall meeting of the Board each year for use at the annual meeting the next year.
  2. The annual meeting of the members shall be scheduled for the final days of the convention.
  3. An appropriate amount of time at each annual convention shall be reserved for a meeting of RCI officers, directors, staff representatives, key committee chairs, and current and incoming Chapter presidents or authorized representatives.
  4. Meetings of committees, delegations, or other groups shall not conflict with the annual meeting, convention program, or exhibit hours at the annual convention.
  5. A complete report on the actions taken by the Board on those resolutions approved at the annual meeting of the members shall be published in a regularly published issue of *RCI Interface* by RCI within four months after the annual meeting.
- E. Board Meetings: Members of RCI may attend meetings of the Board as observers only. Members who wish to attend meetings of the Board shall secure advance permission from the president.
- F. Committee Meetings
1. The Nominating Committee shall meet each November to select nominees for RCI officers.
  2. The Jury of Fellows shall meet each year to deliberate and evaluate the merits of candidates for elevation to Fellowship in RCI.
  3. The number and frequency of meetings for all other committees shall be determined by the Executive Committee and/or individual committees based on need.
- G. Executive Committee Recommendations: All recommendations of the Executive Committee shall be accompanied by a committee report and/or minutes upon which these actions have been based.

## **IX. RCI Awards:**

A. The following listed awards are authorized to be given each year:

1. Lifetime Achievement Award
2. Herbert W. Busching, Jr. Award
3. William C. Correll Award
4. Richard M. Horowitz Award
5. Michael DeFrancesco Volunteer of the Year Award
6. Outstanding Volunteer Award(s)
7. Certificate(s) of Appreciation

B. Jury of Fellows

1. Nominees for fellowship in RCI shall be proposed in writing to the Jury of Fellows by any director or officer, region or Chapter, or by not less than five voting members. The proposal shall be executed in the form required by the Jury.
2. A Consultant, Industry or Associate member may be advanced to fellowship only by a concurring vote of the majority of the Jury of the Fellows in attendance at the annual meeting. If a nominee for fellowship fails to be advanced by vote of the Jury of Fellows, he shall not be disqualified thereby for later advancement. His nomination shall be reconsidered if it is formally resubmitted to the jury. If any nominee fails to be advanced to fellowship after the nomination has been under consideration for three consecutive years, at least two years must elapse before the nomination may again be presented for consideration.

## **X. Ethics**

A Code of Ethics shall be revised and published by RCI on a regular basis and applies to all members. The Code of Ethics and the administrative procedures are found in the Appendix to the RCI Policy Guidelines Manual.

## **XI. RCI Programs**

A. Membership

1. All membership applications are subject to verification of the information submitted.
2. Member Classifications: A member's classification shall be determined in accordance with Article 14 of the Bylaws. The RCI staff shall administer the assignment of member classifications. The following specific work functions are established for the four principal membership classifications:
  - a) Consultant Members: 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 the Bylaws. The production and sale of equipment that is used within the trade by an individual shall not exclude that individual from the Consultant Membership category as long as there is no conflict of interest.

Consultant and Consultant Affiliate members shall be eligible to vote, serve on committees, and hold any office of RCI, Inc.

Consultant members may sponsor up to two Consultant Affiliate members.

- b) Industry Members: 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.

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.

Industry members may sponsor up to two Industry Affiliate members.

- c) Facility Manager Members: Individuals whose professional responsibilities include management, development, or maintenance of buildings, both public and private.

Facility Manager members shall not be able to vote or hold office, but may serve on committees.

- d) Associate Members: 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.

Associate members shall not be eligible to vote or hold office, but may serve on committees.

- e) Affiliate Members: Individuals sponsored or hosted by a Consultant or Industry member within the same firm as the Affiliate.

Affiliate members shall have the same rights and privileges of their sponsoring Consultant or Industry members.

- f) Student Members: Full-time students enrolled in an undergraduate or graduate program in a curriculum related to construction in an educational institution.

Student members shall not be eligible to vote or hold office, but may serve on committees.

- g) Quality Assurance Observer Members: 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 the Bylaws.

Quality Assurance Observer members shall not be eligible to vote or hold office, but may serve on committees.

- h) \*Government Liaison Members: One RCI Government Liaison member shall be permitted from each state or province.

Government Liaison members shall not be eligible to vote or hold office, but may serve on committees.

Government Liaison members 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).*

- i) Retired Members: 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, except those imposed by the RCI Bylaws, for a change in status.

Exceptions to the above can be requested by an individual by documented application to the secretary/treasurer of RCI, Inc. to be evaluated on a case-by-case basis.

A member granted Retired Member status shall receive a waiver of one-half of annual dues.

Members who wish to be granted Retired Member status are entrusted to honor the provision concerning active service as stated above.

- j) Members Emeritus: Individuals who have been members in good standing in RCI, Inc. for the past twenty years, have reached the age of seventy 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. Members Emeritus are exempted from annual dues.

At their discretion, the Board of Directors shall have the authority to grant Member Emeritus to any active member of RCI, Inc.

- k) Honorary Members: 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.

Honorary Members shall not be eligible to vote or hold office, but may serve on committees.

Honorary Members are exempted from annual dues.

### 3. Chapter Affiliation:

- a) Chapters shall accept any member of RCI as a Chapter member upon proper application of the member to the Chapter and the payment of the Chapter dues.
- b) No Chapter shall exercise or maintain a policy to restrict its Chapter membership through a ratio of members by classification or any other practice that might be construed as exclusionary.

Should a Chapter have restrictive provisions on membership in its Bylaws, or in other policy, it shall immediately amend its Bylaws or policy to remove the restrictions.

- c) Upon application of an RCI member for Chapter membership, should the Chapter have reason to believe the member is not properly classified, the Chapter may submit its reasons to the RCI secretary/treasurer for determination.
- d) New applications for membership in RCI, submitted through a Chapter, shall be promptly processed by the Chapter so as not to delay action on the application.
- e) Members of more than one Chapter are required to declare a home Chapter.
- f) Members at Large: Members of RCI not living within recognized regional boundaries will be designated members at large.
- g) RCI shall accept all applicants for membership without Chapter affiliation where so indicated, such applicant being accepted based on supplied information in the form and content required by the Board. The Chapter nearest the applicant's mailing address should be notified of such applicant in order to stimulate Chapter recruitment.
  - (1) RCI, in all endeavors, shall always promote the importance of Chapter membership and involvement, and shall transmit to the Chapter located within easy driving distance from applicant's home, information regarding applicants not having Chapter acceptance.
  - (2) RCI membership without Chapter affiliation, though not preferred, has not proved detrimental to the growth or enthusiasm of RCI or its Chapters. The RCI Region Director shall keep Chapters informed of new members in Chapter vicinity or where a Chapter is near a member. These members

shall be apprised of that RCI Chapter with the name and address of the president or secretary/treasurer

4. Misconduct: All members are required to agree to the provisions of the RCI Code of Ethics. Whenever a member's conduct appears to be in conflict with these provisions, information should be submitted to the RCI Ethics Committee for review and recommendation of potential action.
- B. Convention: RCI shall sponsor an International Convention and Trade Show annually to coincide with the annual meeting of the members.
- C. Education

1. RCI Education Programs:

- a) The Education Committee shall formulate educational programs aimed at Industry and Associate members by appropriate modification to existing educational programs. Current educational programs include:

On-site Courses

- (1) Roof System Thermal and Moisture Design
- (2) Waterproofing
- (3) Exterior Walls Technology & Science
- (4) Vegetative Roofing for the Design Professionals
- (5) Roofing Basics
- (6) Masonry Wall Systems
- (7) Professional Building Consulting
- (8) Roof Asset Management
- (9) Roof Technology and Science I
- (10) Roof Technology and Science II
- (11) Rooftop Safety for Consultants and Building Owners
- (12) Rooftop Quality Assurance
- (13) RRC (Registered Roof Consultant) Review and Update
- (14) Metal Roofing
- (15) Stucco and Exterior Finish Cladding Systems
- (16) Concrete Exterior Walls
- (17) Slate Roofing Systems
- (18) Sheet Metal Flashing Design
- (19) Litigation Support Services for Building Envelope Experts

e-Learning

- (1) Wind Design for Low-Slope Roofs - Part I: Understanding ASCE 7-05 Wind Load Calculations
- (2) Wind Design for Low-Slope Roofs - Part I: Understanding ASCE 7-10 Wind Load Calculations
- (3) Wind Design for Low-Slope Roofs - Part II: FM Global Guidelines and Best Practice Considerations
- (4) Roofing Basics
- (5) Roof Drain Design and Calculations
- (6) Roof System Thermal and Moisture Design

- (7) Rooftop Quality Assurance
- (8) Roof Technology and Science I
- (9) Roof Technology and Science II
- (10) Metal Roofing
- (11) Waterproofing
- (12) Litigation Support Services for Building Envelope Experts
- (13) Stucco and Exterior Finish Cladding Systems
- (14) 2017 Building Envelope Symposium Presentations
- (15) 2018 Building Envelope Symposium Presentations

- b) RCI is to provide appropriate commercially technical manuals and documents to its members at a pricing structure lower than retail as a benefit of RCI membership.

## 2. Technical, Education, and Registration Programs

### a) Policy for Endorsements

- (1) The Board considers it of mutual advantage to RCI and manufacturers to make editorial comments for improvements to manufacturers' technical documents; however, neither endorsement thereof nor the use of the name of RCI in connection with the content thereof is permitted.
  - (2) RCI, Inc. will not grant official endorsement to documents prepared or sponsored by the several professional societies or other groups unless RCI has participated in the development of such documents. RCI will not enter into the field of comparative testing and evaluation of materials.
- b) Chapter Efforts: A Chapter-published technical study shall avoid creating any misunderstanding or misconception that the study is an official RCI document either by its format or color or printing stock. Such studies shall be positively identified, clearly and prominently, by a statement of the source of authorship.

## 3. RCI Technical Programs

- a) The name of the author shall not be permitted on Technical documents.
- b) Building Envelope Symposium

## D. Official Publications

### 1. Chapter/Region Publications:

- a) The use of a commercial publication as the official voice of a Chapter of RCI is not allowed.



- b) As soon as practicable after receiving its charter, each Chapter should publish its own monthly newsletter or bulletin, which shall be clearly identified as such and shall avoid creating any misconception that it is a publication of RCI, Inc. Copies of Chapter newsletters should be sent to all members of the Board, the editor of *RCI Interface*, and editors of all other Chapter newsletters.
- c) Region directories are not authorized without the approval of the RCI Board of Directors.

2. RCI Publications:

a) *RCI Interface*

- (1) *RCI Interface* is published 11 times a year. The executive vice president & CEO is authorized to adjust advertising rates for *RCI Interface* commensurate with growth and expanded circulation, and in keeping with practices of other organizations and the publishing industry.
- (2) Payment of honorariums to authors of appropriate manuscripts for publication in *RCI Interface*, within the magazine's budget, is authorized.

b) RCI-Online

- (1) RCI-Online, an electronic internet Web site, is open to all RCI members and the general public.
- (2) RCI-Online shall contain: (a) a calendar of events; (b) timely memoranda concerning activities of the Board, RCI committees, and RCI staff; (c) announcements; and (d) region, Chapter and member news items.

c) *The Guide: An Overview of RCI Services*, shall be published annually.

E. RCI Registration Programs

1. RCI Registered Roof Consultant

- a) An RCI Registered Roof Consultant shall meet certain requirements established by RCI, Inc. These include: education, professional registration and/or personal work experience, continuing educational hours, other matters regarding character and ethics, and passing of a computer-based examination. The above requirements shall be defined by RCI's Board of Directors.
- b) Applicants for RCI Registered Roof Consultant shall have work experience of not less than four years in roof consulting at the time of their application.

- c) RCI Registered Roof Consultants shall have the right and privilege to use the initials RRC as a suffix to their names, or the title RCI Registered Roof Consultant.
  - d) To maintain this designation, the individual renewal fees for the RRC must be paid, and a total of 12 Continuing Educational Hours (CEHs) must be earned annually.
2. RCI Registered Waterproofing Consultant
- a) An RCI Registered Waterproofing Consultant shall meet certain requirements established by RCI, Inc. These include: education, professional registration and/or personal work experience, continuing educational hours, other matters regarding character and ethics, and passing of a computer-based examination. The above requirements shall be defined by RCI's Board of Directors.
  - b) Applicants for RCI Registered Waterproofing Consultant shall have a minimum of four years of experience directly related to the field of waterproofing or roof consulting at the time of their application.
  - c) RCI Registered Waterproofing Consultants shall have the right and privilege to use the initials RWC as a suffix to their names, or the title RCI Registered Waterproofing Consultant.
  - d) To maintain this designation, the individual renewal fees for the RWC must be paid, and a total of 12 Continuing Educational Hours (CEHs) must be earned annually.
3. RCI Registered Exterior Wall Consultants
- a) An RCI Registered Exterior Wall Consultant shall meet certain requirements established by RCI, Inc. These include: education and personal work experience, continuing educational hours, other matters regarding character and ethics, and passing of a computer-based examination. The above requirements shall be defined by RCI's Board of Directors.
  - b) Applicants for RCI Registered Exterior Wall Consultant shall have work experience of not less than six years in exterior wall consulting at the time of their application.
  - c) RCI Registered Exterior Wall Consultants shall have the right and privilege to use the initials REWC as a suffix to their names, or the title RCI Registered Exterior Wall Consultant.
  - d) To maintain this designation, the individual renewal fees for the REWC must be paid and a total of 12 Continuing Educational Hours (CEHs) must be earned annually.
4. RCI Registered Building Envelope Consultants
- a) The Registered Building Envelope Consultant (RBEC) designation shall be awarded to individuals who have earned the Registered Roof Consultant

(RRC), Registered Waterproofing Consultant (RWC), and Registered Exterior Wall Consultant (REWC) registrations.

- b.) The RBEC title will be listed in addition to the other three consultant titles. Individuals desiring this designation will be required to complete a form. No fee or exam is involved.
- c.) To maintain this designation, the individual renewal fees for the RRC, RWC, and REWC must be paid, and a total of 15 Continuing Educational Hours (CEHs) must be earned annually.

#### 5. RCI Registered Roof Observers

- a.) An RCI Registered Roof Observer shall meet certain requirements established by RCI, Inc. These include: personal work experience, continuing educational hours, other matters regarding character and ethics, and passing of a computer-based examination. The above requirements shall be defined by RCI's Board of Directors.
- b.) Applicants for RCI Registered Roof Observer shall have work experience of not less than two years in roofing at the time of their application.
- c.) RCI Registered Roof Observers shall have the right and privilege to use the initial RRO as a suffix to their names, or the title RCI Registered Roof Observer.
- d.) To maintain this designation, the individual renewal fees for the RRO must be paid, and a total of 10 Continuing Educational Hours (CEHs) must be earned annually.

#### 6. RCI Registered Exterior Wall Observers

- a.) An RCI Registered Exterior Wall Observer shall meet certain requirements established by RCI, Inc. These include: personal work experience, continuing educational hours, other matters regarding character and ethics, and passing a computer-based examination. The above requirements shall be defined by RCI's Board of Directors.
- b.) Applicants for RCI Registered Exterior Wall Observer shall have work experience of not less than two years in exterior wall systems at the time of their application.
- c.) RCI Registered Exterior Wall Observers shall have the right and privilege to use the initial REWO as a suffix to their names, or the title Registered Exterior Wall Observer.
- d.) To maintain this designation, the individual renewal fees for the REWO must be paid, and a total of 10 Continuing Education Hours (CEHs) must be earned annually.

## **XII. Executive Vice President & CEO**

The executive vice president & CEO shall have power to select the office staff and shall conduct all of the business of RCI, Inc., subject to the direction of the board, the executive committee and the president. The executive vice president & CEO shall be paid a salary to be determined by the executive committee and shall hold office at its pleasure. An employment agreement for the EVP/CEO shall be prepared by the Executive Committee, and reviewed at regular intervals for revision/adjustment as may be prudent. The executive vice president & CEO shall keep an accurate record of the proceedings of RCI, Inc.; solicit new members; compile information, statistics and the like of interest to the members and, from time to time, furnish same to all members; communicate with the members on all subjects of interest; and be available to them for answering questions that they may have with respect to the industry; assist the secretary/treasurer in the preparation and service of notice of meetings and in the sending of statements of dues, including statements of delinquent dues; and in general be responsible under the direction of the Executive Committee for maintaining the day-to-day operations of RCI, including disbursement of such funds as may be necessary for such operations. The executive vice president & CEO shall also serve on the board of directors of the RCI Foundation and RCI Foundation Canada.

The executive vice president & CEO shall, at the end of each year, make a detailed report in writing of the finances, condition, and operation of RCI, Inc. to the Board and members at the annual meeting of the membership and, in general, perform duties of executive vice president & CEO as may be prescribed by the Board or the Executive Committee. No executive vice president & CEO shall serve as such until he has posted a surety bond written by a surety company acceptable to the board in an amount not less than 75% of the average cash balance. The premium for said bond shall be paid by RCI. The executive vice president & CEO shall maintain a regular office at either the principal or registered office of the association whenever practical or at such other place as may from time to time be designated by the board. The executive vice president & CEO shall be a nonvoting member of the Board and the Executive Committee.

## **XIII. Legal and Financial Authority**

- A. **Contracts:** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and/or on behalf of RCI, and such authority may be general or confined to specific instances.
- B. **Checks and Drafts:** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued by or in the name of RCI, Inc. shall be signed by such officer or officers, agent or agents of RCI and in such manner as shall from time to time be determined by resolution of the Board.
- C. **Loans:** No loans shall be contracted on behalf of RCI, Inc. and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general and confined to specific instances. No loans shall be made to its members.
- D. **Member Dues**
  - 1. All RCI, Inc. dues for renewal of membership shall be sent to the RCI, Inc. office.

2. Effective January 1, 2018, RCI member dues shall be as follows (reflected in U.S. currency).

<u>Classification</u>	<u>Dues</u>
Consultant	\$495
Consultant Affiliate	\$395
Industry	\$565
Industry Affiliate	\$465
Quality Assurance Observer	\$280
Facility Manager	\$150
Associate	\$335
Student	\$100
Retired	50% off
Emeritus	\$ 0
Honorary	\$ 0

3. The amount of membership dues allocation towards *RCI Interface* will be equal to the annual average print and mail costs associated with the magazine for the prior fiscal year.
4. Initial dues shall accompany the membership application.
5. Subsequent membership dues shall be payable in full annually by the anniversary date of initial membership.
6. Annual dues renewal notices shall be mailed to members at least two months prior to the anniversary date of initial membership.
7. Any member whose dues remain delinquent more than 90 days past the annual membership renewal date shall be deemed to have terminated membership in RCI 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.

#### E. Compensation

1. Board members shall not receive compensation in any form for their services but may, by action of the board, receive reimbursement for any expenses incurred in connection with attendance at meetings or the transaction of business for the organization.
2. Staff Benefits: Following common practices of similar organizations, private enterprise, and government, all members of the RCI, Inc. staff shall participate in the benefit program.

#### F. Travel Expenses and Reimbursement

1. All reasonable and customary travel expenses of the RCI president incurred as a consequence of official RCI business shall be borne by RCI, Inc.

2. Members of the Board, Committees, and others authorized to travel on RCI business will be reimbursed transportation expenses, including reasonable air and ground travel, lodging, and meal costs.
  - a) It is the intent of travel reimbursement regulations to permit a comfortable travel experience while achieving the lowest reasonable cost to do so.
  - b) Reasonable ground and air travel shall be purchased at the lowest available fare, including advance purchase and all available discounts. If travel is by private automobile, a driving allowance equal to that allowed by the Internal Revenue Service (IRS) will be reimbursed up to the lowest reasonable air fare plus related (cab, parking, etc.) costs.
  - c) Lodging shall be as arranged by RCI or as mutually agreed to result in the lowest reasonable cost.
  - d) Meal costs are to include food and nonalcoholic beverages for the event. Group dinner functions may, at times, also include wine when ordered as a part of the group dinner.
  - e) Spouse/family travel costs, alcoholic beverages, and recreational activity expenses are not reimbursable.
3. Board-Elect Expenses:
  - a) Executive Committee-elect members who are not presently on the Board shall be reimbursed for two days of reasonable lodging and meal costs while attending the convention Executive Committee and Board meetings.
  - b) RCI Directors-elect who are not presently on the Board shall be reimbursed for two-days reasonable lodging and meal costs while attending the convention Board meeting.
4. The RCI, Inc. annual budget for directors shall cover reimbursement for the cost of travel (other than the director's home Chapter) within their region. In addition, reimbursement will be made for postage, telephone expense, etc. for the official RCI business within their region, based proportionately on the number of Chapters within the region. Registration fees for region meetings are allowable items for reimbursement, though the total budget will not be increased to cover these fees.
5. The budget for the convention shall include an amount for reimbursement to program participants as follows:
  - c) Guest speakers will be reimbursed one day's expenses (hotel, meals, local transportation, etc.) for each day of presentation.
  - d) RCI will provide complimentary registration to the annual convention and trade show for the speaker and admission to the annual banquet for the speaker and a guest.

- e) Honoraria, if requested by individual speakers, allotted at discretion of the executive vice president & CEO. Honoraria for RCI members are not authorized.
6. RCI shall pay the registration costs for assigned representatives to region meetings.
7. Reimbursable expenses which are submitted more than sixty days after the last day of the month when the expense was incurred will not be honored.
8. Complimentary registration for the RCI convention shall be provided to the RCI Board of Directors, RCI Foundation Board of Directors, and RCI Past Presidents.
9. Complimentary registration for the Building Envelope Symposium shall be provided to members of the RCI Board of Directors.

#### G. RCI Annual Budget

1. The Board of Directors shall review, modify as necessary, and approve the Annual Budget consistent with the policies and directives of the Board.
2. A preliminary budget, in summary form, shall be presented by the staff to the Board of Directors. The budget summary submitted to the Board for ratification shall be segregated by major program categories.
3. No less than quarterly, the treasurer shall provide each member of the Board with a report containing: (1) summary balance sheet, (2) statement showing major income and expense lines, and (3) listing of key financial performance indicators (e.g., cash balance, fund balance ratio, debt-to-equity ratio, etc.).
4. No contract or other obligation shall be entered into or extended for a period exceeding five years except in the case of office lease, and such shall not exceed ten years without prior Board approval. Items listed in the Board ratified budget shall be considered as having such prior approval.

#### H. Fiscal Authorization

1. The executive vice president & CEO, with advice and counsel of the secretary/treasurer and Executive Committee, is empowered to manage RCI, Inc. funds to assure a continuing sound fiscal policy.
2. In connection with fiscal operations, the executive vice president & CEO may open and close bank and investment accounts and make deposits, withdrawals, and borrow money, with advice and counsel from the secretary/treasurer. Checks drawn on RCI, Inc. accounts will bear a single authorized signature. The executive vice president & CEO as well as named vice president(s) are authorized to sign checks for payment of all obligations. When the signature of the executive vice president & CEO or cannot be obtained, checks shall be signed by other signatory approved by the Board.
3. Checks in amounts of over \$25,000 require the dual approval of the current CEO as well as the standing Secretary/Treasurer, while allowing the standing Secretary/Treasurer access to all RCI financial statements and accounts, without

signing privileges.

4. The Investment Policy of RCI shall conform to the following criteria:

- a) Investment choices considered for the Underwriting Reserve Fund and the General Operating Fund shall be prudent and made in the best interest of RCI, Inc.
  - b) Investments of the funds shall be diversified as to minimize risk.
  - c) Prohibited investments shall include direct private placements (DPPs), real estate investment trusts (REITs), managed futures, oil and gas partnerships, limited partnerships, business development corporations (BDCs), private equity, hedge funds, equipment leasing and private market precious metals and stones. Multi-property REITs may be considered if RCI can redeem shares/units within a reasonable time.
  - d) Semi-annually, the investments and their status shall be reported to the Board.
  - e) The Executive Committee is authorized to retain the services of an investment advisor and/or an investment management company.
- I. Underwriting Reserve Fund: A sum of money equal to at least 30% of one year's annual operating budget shall be set aside annually to be assigned to the RCI Underwriting Reserve Fund. Release of any portion of the RCI Underwriting Fund shall be made only upon the approval of the Board.

***End of Document***