

AMENDED AND RESTATED  
BYLAWS  
OF  
THE NATIONAL ASSOCIATION OF THE  
REMODELING INDUSTRY  
ATLANTA CHAPTER

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**ARTICLE 1**  
**GENERAL PROVISIONS**

**1.01 Name and Tradenames:** The name of the association shall be “**THE NATIONAL ASSOCIATION OF THE REMODELING INDUSTRY, ATLANTA CHAPTER, INC.**” (the “**Chapter**”). The Chapter may also be referred to as “**NARI Atlanta**” or such other derivative names as the Board of Directors of the Chapter (the “**Board**”) shall approve.

**1.02 Membership Area:** The chapter membership area shall be the Greater Atlanta metropolitan region (the “**Chapter Area**”) as may be defined from time to time by the Board and in accordance with the Charter issued by, and any requirements of, *The National Association of the Remodeling Industry, Inc.* (“**NARI National**”).

**1.03 Seal:** The seal of this Chapter shall be in form and substance as determined by the Board of Directors from time to time.

**1.04 Local Chapter:** Chapter shall generally be a Chapter as such term as defined in the Bylaws of NARI National.

**ARTICLE 2**  
**DEFINITIONS AND PURPOSE**

**2.01 Definitions:** The terms “remodeling/home improvement industry” or the “Industry” shall mean the residential or light commercial remodeling or improvement industry pertaining to residential dwellings including additions and conversions relating thereto, as pertains to existing structures but shall not generally include entirely new construction on vacant land, and shall include those having a direct or indirect involvement or interest in the remodeling and residential dwelling improvement market including but not limited to contractors, manufacturers, wholesalers, lenders, utilities and other firms and individuals having an interest in the industry.

**2.02 Purpose and Objectives:** The purposes of the Chapter shall be:

**2.02.01** To promote common business interests of those engaged in the Industry.

**2.02.02** To encourage ethical conduct, good business practices and professionalism in the Industry.

**2.02.03** To foster, by legal means, the common purposes of the Chapter’s members.

**2.02.04** To sponsor educational programs and activities for the benefit and enlightenment of the Chapter’s members.

**2.02.05** To raise awareness and conduct programs to inform the public and others of the need for the advantages of maintaining homes and buildings in good condition, and to stimulate awareness of the advantages and desirability of contracting with members of NARI Atlanta.

**2.02.06** To promote legislation, and regulations that can help curb abusive or inappropriate practices and further the common improvement of the Industry and NARI Atlanta.

**2.02.07** To maintain and promote active participation in the community.

**2.02.08** To support and encourage other agencies to train a skilled labor force for the Industry.

**2.02.09** To conduct or engage in lawful activities related to or in the furtherance of any of the stated purposes or incidental to them.

**ARTICLE 3**  
**MEMBERSHIP**

**3.01 Membership:** The membership of this Chapter shall include but not be limited to persons, firms, corporations, and organizations, which are engaged in the Industry or have a direct interest in the Industry, and who can meet the membership qualifications set forth by the Board from time to time.

**3.02 Membership Classes:** There shall be such classes of membership as may be established by the Board of Directors from time to time, including without limitation, the following classes. The Board of Directors may make such other rules and requirements regarding any class of membership as the Board may best determine by a two-thirds(2/3rds) affirmative vote of a quorum of the Board then present.

**3.02.01 Contractor Members:** Contractor members shall include but not be limited to general, specialty, and handyman contractors.

**3.02.02 Associate Members:** Associate members shall be those trade subcontractors, manufacturers, suppliers, vendors, lenders, publishers, importers, wholesalers, distributors, organizations and others with an interest in the Industry.

**3.02.03 Honorary Members:** Honorary members shall be those individuals or others approved by a majority of the Board of Directors for an honorary membership.

**3.02.04 Student Members:** Individuals who, at the time of application, are students enrolled in an accredited high school, vocational training school or college level program and who are concentrating on a curriculum relevant to the Industry.

**3.02.05 Retired Members:** Any individual that has been a NARI member for 10 consecutive years or more and is, at the time of application, fully retired from the remodeling/building industry.

**3.02.06 Provisional Members:** A company that qualifies for membership as a Contractor or Associate Member except that it has been in business less than one year, shall be eligible for Provisional Membership. A provisional member shall, at the time of request for membership, follow the guidelines of the application and approval process as set forth in Section 3.04. Provisional members shall have no voting privileges, shall not be allowed to use any NARI marketing materials, including the logo, will not have a membership directory listing, nor be allowed participation in Award programs until they become a full member. Provisional Members will be listed on a dedicated Provisional Member webpage on the Chapter website and shall be eligible to support the association through non-member sponsorship offerings.

**3.03 Eligibility:** Other than Student Members and Provisional Members, applicants for membership shall have been actively involved in the Industry for a minimum of one (1) year and shall have been acting in compliance with the NARI Code of Ethics and who shall agree to abide by the Chapter bylaws and the other governing documents and policies of the Chapter, shall be eligible for membership.

**3.04 Application:** Application for membership shall be in writing on a form prescribed by the Board of Directors or any committee delegated such task by the Board of Directors. Every application shall be accompanied by payment of dues as set by the Board of Directors. All properly completed applications shall be subject to the member approval procedures as approved by the Board. The applicant (or after acceptance, the member) must provide information and submit to all forms of background or other checks/searches as may be requested in the application or as part of any lawful inquiry by the Chapter. Membership is for a term of one (1) year or part thereof (except as to Honorary Members), ending on the Membership Renewal Date. Each applicant or member shall also notify the Chapter of any material changes in any of the matters set forth in the application (or any renewal). The decision of the Board of Directors as to the satisfaction of the

requirements shall be conclusive.

**3.05 Disciplinary Action, Sanctions, Termination, Suspension or Removal:**

- 3.05.01** Any Member may be subject to disciplinary action or sanction as determined appropriate or may have any rights, membership, or privileges limited, revoked, terminated or suspended as determined by the Board of Directors for any matters which are in violation of any governing documents (including but not limited to any guideline, regulation, policy or rule) or for providing false or inaccurate information in connection with any membership investigation or grievances or for any other conduct prejudicial to the interest of the Chapter.
- 3.05.02** Any Member may be subject to disciplinary action or may be suspended or terminated immediately, without additional notice or hearing, and subject to each condition as may be established, if such Member is terminated, suspended or removed from NARI National or any other chapter of NARI or subject to disciplinary action by NARI National or any other chapter of NARI.
- 3.05.03** Any Member may be suspended automatically (and may be subject to immediate suspension of privileges) for failure to pay the Member dues or any other amounts due the Chapter in accordance with the policy and practice of the Chapter without additional notice or hearing. If the Member does not reinstate such Member's membership in accordance with Section 3.08 within the time periods established by the Board, the Member shall be deemed to have terminated its Membership.
- 3.05.04** Any Member may be suspended or terminated automatically if the Chapter decides not to extend a membership beyond the current year subject to any terms or conditions as may be established by the Board of Directors.
- 3.05.05** The Board may also designate a member standing in the Chapter as "good" or "not good" (or similar classification or sub-classifications) and may make such standings available to the public and others based upon criteria and rules approved by the Board of Directors. The Board may also suspend, limit, revoke or terminate any rights or privileges of any Member as part of any designation as "not good" or similar classification.
- 3.05.06** Notwithstanding any right to take action without notice or hearing, the Board of Directors may determine, at the Board's discretion, to conduct any hearing or to give any notice the Board shall deem appropriate for any matter or event. Any right to notice of a grievance or other matter, and any opportunity for a hearing shall be in accordance with the Chapter's Grievance Procedures or any other regulations, policies or rules, each as amended from time to time.
- 3.05.07** To the extent determined appropriate by the Board of Directors any of these actions may be applicable to an applicant immediately prior to admission and membership may be made on a conditional basis if appropriate.

**3.06 Expulsion:** The membership of any Member may be revoked for cause by the Board of Directors at any meeting, so long as these procedures are followed:

- 3.06.01** The Member whose membership is to be revoked must be given written notice, no less than twenty (20) days before the meeting of the Board of Directors including the following information:
  - 3.06.01(A)** The person or committee requesting the revocation;
  - 3.06.01(B)** The reasons for which the revocation is sought; and

**3.06.01(C)** The time, date and place of the meeting of the Board of Directors at which the vote will be taken.

**3.06.02** The Member whose membership is to be revoked must be given the opportunity to hear the complaints, criticisms, evidence and charges offered at the meeting in support of the request for revocation, and a meaningful opportunity to respond before the Board prior to the vote.

For purposes of this Section, “cause” may include, as determined by the Board of Directors, any violation of any governing documents (including any regulation, rule or policy of the Chapter) to the extent not handled under Section 3.06 or any other matter determined of concern to the Board of Directors, including matters which the Board of Directors may in its sole discretion determine to impact or potentially impact adversely the reputation, goals or spirit of the purpose and objectives of the Chapter.

**3.07 Reinstatement:** A Member who has resigned or been suspended for nonpayment of dues may be reinstated within six (6) months of the original due date of such payment on showing proof of qualification and paying all dues and other obligations, owing including the payment of any late fee or other reinstatement fee imposed by the Board of Directors in accordance with its approved rules and policies, as well as any other procedural requirements imposed by the Board of Directors.

**3.08 Other Termination of Membership:** Membership in this Chapter shall terminate upon discontinuance of business of the Member, voluntary withdrawal or resignation, or otherwise in accordance with the provisions of these Bylaws. The Board of Directors (or any committee delegated the task by the Board of Directors) may determine any applicable rules or conditions for any reapplication by any former member.

**3.09 Cessation of Licensed Rights:** Upon any termination of membership for any reason, the former Member shall immediately remove any reference to NARI licensed intellectual property (including, without limitation, logos, trademarks, service marks, promotional materials, business cards, websites and any other references). The Board shall also have the right to establish rules regarding the reference of awards and similar matters after the termination of membership, which may include a requirement that the former member clearly specify that they are no longer a member in a typeface and size determined by the Board. Upon the termination, suspension or removal of any Member, any employee, officer or other individual who holds office in the Chapter through the membership of such Member shall be deemed to have vacated or resigned from such office or position. All rights, privileges and interest of Membership in the Chapter shall cease upon termination for any reason.

**3.10 Closed Proceedings:** The Board of Directors (or the applicable committee, to the extent delegated by the Board) shall have the authority to exclude all persons during its deliberations on any proceedings under this Article 3 or to discuss any application or disciplinary matter in private with a member, member representative or applicant.

**3.11 Continuation of Obligation:** Any Member, by giving written notice of such intention, may withdraw at any time, but a withdrawal shall not relieve that Member of any obligation to pay dues or other charges due the year of membership or otherwise owing and unpaid, nor shall withdrawal or termination entitle any Member to a refund of previously paid dues. The Board of Directors, may, at the Board’s option, continue or suspend any disciplinary or similar proceedings on its own accord.

#### **ARTICLE 4** **DUES, CHARGES AND FEES**

**4.01 Dues; Other Charges:** The Board of Directors shall determine from time to time, the amount of any application or initiation fee, or other charge (including late fees and default interest) and annual dues payable to the Chapter by members of each category. Chapter dues for each Member of the Chapter shall be paid in advance annually in accordance with procedures prescribed by the Board of Directors as may be amended from time to time. The Board of Directors shall



determine the amount of dues payable by each Membership class and all matters pertaining to payment of such dues (including, without limitations, any issues as to refunds). Membership dues may vary by dates of admission at the discretion of the Board of Directors, but shall not vary within a class. The Board of Directors may also provide for appropriate discounts, including waivers for special situations. The amount of NARI National dues, as determined by the Board of Directors of NARI National, shall be payable at the same time as the Chapter dues (and may be included in the Chapter dues) and shall be forwarded to NARI National, as required by the Chapter's charter with NARI National.

**4.02 Special Assessments:** In a special situation or emergency, an assessment in an amount recommended by the Board of Directors, as may be approved by an affirmative vote of two-thirds of the board may be assessed upon the Members as determined by the Board of Directors.

**4.03 Failure to Pay Dues; Late Fees and Reinstatement:** Members who fail to pay their dues within sixty (60) days from the time that such dues become due shall be given written or electronic notice by the Chapter. If payment is not made within the next succeeding thirty (30) days the member may, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership. The Board of Directors may impose a late fee and interest charges for any failure to pay any amounts when due or a reinstatement fee when appropriate.

## **ARTICLE 5**

### **MEMBERSHIP MEETINGS AND NOTICES**

**5.01 General Meetings:** There shall be no less than six (6) general membership meetings during the year. Unless otherwise designated by the Board, the meeting held in October (of each calendar year) shall be designated as the Annual Meeting of the Chapter. In the event that a quorum of the membership is not present at the Annual Meeting, the next meeting of the general membership shall be designated the Annual Meeting unless the Board of Directors shall opt to call a special meeting for the purpose of completing the business of the Annual Meeting.

**5.02 Special Meetings:** Special meetings of the Chapter may be called by the Executive Committee, the Board of Directors, or upon written request by twenty-five percent (25%) of the Members. A special meeting shall be conducted solely for the purposes stated in the notice of meeting.

**5.03 Meeting Notices:** Notice of the annual meeting shall be mailed to all local members at least thirty (30) days in advance, unless a different time period is permitted by law and then such notice may be given in accordance with the period prescribed by law. Notice of a regular or special meeting shall be mailed or delivered by electronic transmission to each member at least ten (10) days in advance of the meeting, unless a different time period is permitted by law and then such notice may be given in accordance with the period prescribed by law. Notice of any special meeting shall state the reason for the meeting.

**5.04 Place of Meeting:** The Board of Directors may designate any place as the place of any annual or special meeting called by the Board of Directors.

**5.05 Quorum:** No business may be conducted at any meeting where a motion is offered, or vote taken, unless a quorum is present. A quorum is designated as ten percent (10%) of the eligible voting membership. Members must be properly represented by the official registered representative as listed on the Secretary's records, or by an approved alternate, to be considered as part of a quorum.

**5.06 Rule of Order:** Roberts' Rules of Order shall govern the procedure of all meetings except as otherwise provided in these Bylaws. The Board of Directors may determine to adopt other recognized rules of order to the extent such rules are adopted in writing and made available to the membership at least ten (10) days in advance of any meeting.

**ARTICLE 6**  
**VOTING – GENERAL MEMBERSHIP MEETINGS**

**6.01** **One Vote**: Each Contactor and Associate member, whether the member be a sole owner, partnership or corporation, having paid the prescribed dues and in good standing shall be entitled to one vote. Honorary, Retired, Provisional, and Student Members shall not be entitled to vote.

**6.01.01** Business entity members may designate in writing the individual who will vote.

**6.01.02** In the absence of such designation, the Chapter may accept the vote of an individual who is in attendance at the meeting who certifies (by word or by written document, which may be requested by the Chapter) that such person is an authorized representative of such member.

**6.01.03** In the event that two or more individuals are in attendance for a member and the Chapter shall not have a written designation, then the two (2) individuals shall determine who shall vote for the member at the time of the commencement of the meeting.

**6.02** **Member Representative**: Each Contractor and Associate member shall appoint and certify to the Secretary of this Chapter, an official representative, who shall vote and act for the member in all matters. An alternate representative may be designated by the certified representative to assume the duties in the representative's absence, except that an alternate shall not substitute for an officer or director. One person may not represent more than one membership.

**6.03** **Voting**: For purposes of conducting business at any regular or special meeting at which a quorum is present, a vote of fifty percent of the members present plus one (50% + 1) shall be sufficient to take action. The Board of Directors may also provide voting with absentee or internet ballots by members to the extent permitted by law, provided that such voting is secure and requires a secure password or other similar security prior to access to the voting process (provided that the voting process shall be secret unless an open or recorded vote is required from all members, including those not voting by absentee means) and further provided that the method limits the number of votes by a member to the available number of votes granted similarly situated members.

**ARTICLE 7**  
**ELECTIONS - LOCAL**

**7.01** **Nominating Committee**: The President shall appoint a nominating committee of not less than three (3) members, with the approval of the Board of Directors, at least sixty (60) days prior to the Annual Meeting, to nominate candidates for Directors and Officers.

**7.02** **Candidates**: The nominating committee shall submit a slate of candidates to the membership at least ten (10) days prior to the annual meeting. The nominating committee shall name at least one (1) candidate for each Officer and Board of Directors position coming vacant. The nominating committee must obtain agreement from nominees to accept the position and their express willingness to serve. The nominee must be a member in good standing at the time of nomination and at all times through the date of election.

**7.03** **Other Nominations**: Additional nominations may be made prior to the Annual Meeting, provided the nominee accepts the nomination and indicates willingness to serve. The nominee must be a member in good standing at the time of nomination (including, but not limited to, not being subject to any current unresolved investigation or complaint), and must maintain good standing at all times through the date of election.

**7.04** **Election Procedure**: Officers and Directors shall be elected at the Annual Meeting. The election shall be conducted in two stages (if competition exists for an office) with a separate ballot for election of officers and another for election of directors. Voting for Officers shall be completed, tabulated, and results announced before the voting for Directors takes place.

**7.05 Term of Office:** All Officers and Directors shall officially take office January 1st following the annual election. Formal installation may take place at other times. The term of office for Directors shall be three (3) years and the terms of Directors shall be staggered equitably; during the first three years of the implementation, the Directors shall agree in good faith upon which terms shall expire in the first and second years. The term of office for Officers shall be for a period of one (1) year, unless the Board of Directors shall determine to create a different period for such office. No Officer shall serve more than two (2) consecutive terms in the same position.

**7.06 Vacancy:** In the event of any vacancy, however created (including any vacancy created by resignation, death, removal, disqualification or disability) of any Director position, the President may nominate, no later than thirty (30) days after the vacancy, a person to fill such position on the Board of Directors, subject to approval by the Board of Directors. If not approved, the Board of Directors or any Executive Committee member may nominate a person to the Board of Directors and an election shall be held at the next meeting of the Board of Directors with the person having at least a majority of the vote of the Board of Directors. Any person so appointed shall serve the remainder of the term of the Director they replace. The Board of Directors may make such additional policies as necessary to govern this process.

**7.07 Removal:** The Board of Directors may by eighty percent (80%) affirmative vote (other than the Director(s) which are the subject of the action), remove or disqualify any Director for disability or, after notice and hearing, a material breach of any duty to or an objective of the Chapter, for any ethical violation, or for any other purpose deemed good cause by the Board of Directors. Each Director, by accepting the position of Director, agrees that any contract between any removed Director (or a company associated with the removed Director) and the Chapter, at the option of the Board of Directors, may also be terminated as part of the matter; notwithstanding any term to the contrary in the contract between the parties unless such provision was specifically approved in advance by the Board of Directors.

## **ARTICLE 8**

### **OFFICERS AND DIRECTORS – POWERS AND DUTIES**

**8.01 Board of Directors:** The governing body of the Chapter shall be the Board of Directors. The Board of Directors shall perform such duties as may be imposed on it by these Bylaws and as may from time to time be necessary to carry out the intent and purpose of the Chapter. The Board of Directors shall consist of:

**8.01.01** The Executive Committee (Chairperson of the Board, President, Vice President {President Elect}, Secretary and Treasurer) and each shall be considered an Officer as well as a Director, and

**8.01.02** In addition to the Executive Committee, not less than six (6), nor more than ten (10) at large Directors. The number of at large Directors shall be determined annually by the Nominating Committee with the approval of the Board of Directors.

**8.01.03** The Executive Director and Legal Counsel may attend the Board Meetings and Executive Committee meetings as well as other committee meetings but are not members of the Board of Directors or the respective committees, either may be excluded.

Committee heads and committee members are not Directors unless separately elected to such position.

**8.02 Meetings; Voting:** The Directors shall meet not less than six (6) times per year. Meetings are to be conducted by the President (and in the absence of the President by another member of the Executive Committee in accordance with the order set forth in Section 8.01.01). Directors may not vote by proxy; but when appropriate, may deliver their vote in writing in advance to the President.

**8.03 Quorum:** Fifty-one percent (51%) of the Directors of the Board of Directors shall constitute a quorum. Without a quorum, no transaction of business may be conducted by the Board except for the filling of vacancies of the Directors.

Unless otherwise specified in this instrument, approval of the Board of Directors shall be deemed to have been given if affirmatively approved by a majority of the aggregate number of voting Directors (and not merely by a majority of a quorum).

**8.04 Executive Director:** The Board of Directors may hire an Executive Director (as well as additional staff as deemed necessary or appropriate) or a management company to be responsible for the management of the Chapter as defined in a written contract (which shall provide that the Executive Director or management company agrees to abide by all of the governing documents of the Chapter, including these Bylaws). If a management company shall be hired, the management company shall designate, subject to the approval of the Board of Directors, an individual to serve as Executive Director. Other than as set forth in the written contract approved by the Board of Directors or as directed by the Board of Directors, the Executive Committee shall have the authority to commit the Chapter as to the manner and mode of the services. The contract with any management company or the Executive Director shall be a document available to any member for review and annually the Board of Directors (or any committee delegated such task by the Board of Directors) shall review the contract and the performance of the Executive Director and, if applicable, the management company.

**8.05 Chair of the Board of Directors:** The Chair of the Board of Directors shall automatically be the immediate past President (provided that the immediate past President did not resign or was not removed and remains in good standing with the Chapter). In the event that the immediate past President is not eligible to fill the office of Chair, the immediate past Chair of the Board, if eligible, shall continue as Chairperson. In the event the immediate past Chair shall decline to serve, the office of Chair shall be filled by a vote of the Board of Directors. The Chair shall have such duties as assigned by the President or the Board of Directors.

**8.06 President:** The President shall be the Chief Executive Officer of the Chapter and shall be the chief spokesperson and have general supervision of the business of the Chapter. The President shall preside at meetings of the Executive Committee, the Board of Directors and general membership meetings. The President (or a majority of the Executive Committee) shall call all regular and special meetings and the annual membership meeting. Following election, the President, with the confirmation and approval of the Board of Directors, shall appoint all committee chairpersons, vice chairpersons and ad hoc committees as may be necessary to fulfill the purpose of the Chapter (for the purposes of exercising this appointment power, if the President does not act to change any committee chair or vice chair, the persons then holding such position shall be considered reappointed by the President, unless they shall have vacated their position) and shall be an ex officio member of all committees. The President shall appoint a member to fill any vacancy in the Executive Committee or Board of Directors for the unexpired term, with confirmation and approval of the Board of Directors.

**8.07 Vice President:** The Vice President shall, in the absence or disability of the President, or upon the President's direction, exercise the powers and perform the duties of the President. The Vice President shall also generally assist the President and perform other duties as prescribed by the President or the Board of Directors. It is anticipated that this position will receive the nomination for President the following term.

**8.08 Secretary:** The Secretary shall oversee the recording of all votes and the records of all the official proceedings and minutes of the Chapter and the Board of Directors. The Secretary is responsible for overseeing the maintaining of an up-to-date list of voting members for each business meeting and an accurate list of paid memberships. In the event that an Executive Director or management company is retained, any or all duties of this office may be delegated to such person, provided, however, that such Officer provide proper oversight.

**8.09 Treasurer:** The Treasurer shall review and approve all receipts, deposits and expenditures of all Chapter funds, including the collection of dues, account receivables and other monies by the Chapter and the timely payment of all authorized obligations. The Treasurer shall assure that all receipts and deposits are made in the name of the Chapter, in a bank, trust company or other financial institution approved by the Board of Directors. The Treasurer shall issue receipts and make authorized disbursements after proper approval by the President or Board of Directors; make regular financial reports to the Board of Directors; and render an annual financial report to the membership in accordance with applicable law. In the event that an Executive Director or management company is retained, any or all of the duties may be delegated

including the authorization to sign checks up to a contractually agreed limit. In the event that an Executive Director or management company performs these duties, it shall be the primary duty of the Treasurer to review all procedures and make such approvals and conduct such audits of the financial records of the Chapter on a regular basis and provide fiscal oversight.

**8.10 Local Chapter Representative:** Local Chapter Representatives, and alternates to the NARI National House of Delegates shall be appointed by the President and approved by the Board of Directors in accordance with the policies of NARI National and the Chapter and shall be appropriately certified.

**8.11 Limitations on Compensation for Services:** No salary or compensation for services shall be paid to any elected Officer, committee chairperson or any member of the Chapter by reason of their office or membership.

**8.12 Reimburse Expenses:** The Board of Directors may reimburse members, Officers or Directors or their alternates, for expenses incurred in connection with the performance of their duties or committee work.

**8.13 Absence:** Should any member of the Board of Directors be absent, without reasonable excuse as determined by the Board, from three (3) meetings of the Board within a six (6) month period without sending a communication to the President or Secretary stating such member's reason for being absent, and if the Director's excuse should not be accepted by the Board of Directors, notwithstanding the requirements of Section 7.07, the Director's seat on the Board may be declared vacant, and the vacancy may be filled according to these Bylaws for the filling of vacancies on the Board of Directors.

**8.14 Meeting by Electronic Communication; Action by Consent:** In accordance with the Georgia Nonprofit Corporation Code, including OCGA §14-3-708, Directors may also meet by any conference communication mechanism or device (or combination) available if all Directors participating in the meeting can simultaneously hear one another in such communication during the meeting and the requisite notice is given or waived.

## ARTICLE 9

### **EXECUTIVE COMMITTEE AND OTHER COMMITTEES**

#### **9.01 General Rules of Committees:**

**9.01.01 Committee Appointments:** The chairs of standing committees shall be appointed by the President and approved by the Board of Directors. The President is automatically a member of every committee except the Nominating Committee and may be excluded only from attending meetings investigating the President's conduct or performance. Special committees or task forces may be appointed by the President with the approval of the Board of Directors.

#### **9.02 Executive Committee:**

**9.02.01 Members:** The Executive Committee shall be composed of Chairperson of the Board, President, Vice President, Secretary and Treasurer and such additional members or officers as the Board of Directors may direct.

**9.02.02 Executive Committee Powers:** The Executive Committee shall possess and exercise the powers of the Board of Directors whenever the Board is not in session (other than as to matters specifically reserved to the Board of Directors) and shall possess such other powers as may be conferred by the Bylaws or by the Board of Directors in specific directives. All actions of the Executive Committee during the interim between meetings of the Board of Directors shall be reported to and be subject to approval by the Board of Directors provided that no rights of third parties shall be adversely affected by a revision or alteration of the Executive Committee's action. A meeting of the Executive Committee may be called by the President or three members of the Executive Committee.

**9.02.03 Powers which may not be Delegated:** Any power which has been assigned to the Board of Directors may be delegated to the Executive Committee (or any member of the Executive Committee) or another committee or task force subject to any rules, conditions or policies of the Board of Directors, except for the following powers which may not be delegated or exercised by any party other than the Board of Directors (unless required by law):

**9.02.03(A)** Change or amend the structure of the Chapter;

**9.02.03(B)** Repeal or amend bylaws;

**9.02.03(C)** Suspend, remove or approve the appointment of a Director or Officer (for purposes of this provision, a committee chair is not an officer);

**9.02.03(D)** Any action required to be taken only by the Board of Directors under applicable law or these Bylaws; and

**9.02.03(E)** Remove the Executive Director and/or Legal Counsel (or any management company).

**9.02.04 Special Projects:** The Executive Committee may, at the discretion of the President, review plans, programs, recommendations or decisions of any committee prior to their being put into operation or referred to the Board of Directors, except where the Board has directed a specific committee or task force to work out details or to complete a certain assignment. The President may direct the Executive Committee to meet jointly with any other committee or task force.

**9.02.05 Employment of the Executive Director:** Responsibility for the selection of the Executive Director (and/or any management company) shall be delegated to the Executive Committee, subject to approval by the Board of Directors. The Executive Committee shall specify the terms and conditions of the employment of the Executive Director (and/or any management company), subject to approval of any contract or agreement by the Board of Directors.

**9.03 Standing Committees; Subcommittees, Task Forces:** In addition to the Nominating Committee and any committee or task force appointed to review these Bylaws or other governing documents from time to time, there shall be such organizational units, standing committees, subcommittees, councils and task forces as the Board may deem necessary or desirable to conduct the business and activities of the Chapter. Each committee, subcommittee or task force is subject to the control and direction of the Board of Directors. Each chair or vice chair may be removed in the discretion of the Executive Committee. The initial standing committees and any additional organizational units, councils, committees and tasks forces as may be created, are each subject to dissolution or such modifications, amendments or other changes in name, mission and duties as may be determined by the Board of Directors. The initial standing committees, committee names, and general missions shall be as follows:

**9.03.01 Education:** Responsible for providing educational materials, seminars, workshops, publication and any educational program that will improve the knowledge of the membership about the remodeling industry and about the business workings of the industry and/or the knowledge of the general public and others about the remodeling industry and the Chapter. Also responsible for promoting and mentoring NARI certifications and providing guidance as appropriate. This committee may, upon approval of the Board of Directors, form and establish a separate subsidiary or related legal entity to conduct such programs, including a charitable organization, in accordance with the purposes of the Chapter.

**9.03.02 Bylaws/Ethics:** Responsible for investigating any claims of unethical behavior by any Member of the

Chapter and taking such actions as set forth in the Grievance Procedures of the Chapter as may be amended from time to time. This committee shall be responsible to review the Bylaws and other governing documents and to propose to the Board of Directors necessary or desirable changes and modifications. The committee shall also be responsible for ethical oversight of standard practices, policies and procedures of the Chapter and other committees.

**9.03.03 Finance and Audit:** Responsible for establishment of appropriate financial governance for the Chapter including establishing an annual budget, fiscal controls in accordance with generally accepted accounting principles, legal requirements and best fiscal practices for similar associations. Responsible for reporting all financial matters to the Board of Directors and for oversight of the financial activities, check writing authority, expenditure approval, oversight and review of financial accounts and financial institution records and accounts, other fiscal matters of the Chapter and oversight of the Treasurer as well as any Executive Director or management company. The committee shall be responsible to audit the books and records of the Chapter and for all financial matters, including the establishment of best financial practices. The committee, in coordination with other committees as may be appropriate, shall recommend changes in the dues and fees for membership, overseeing expenditures and assuring the general fiscal responsibility, well-being and stability of the Chapter.

**9.03.04 Government Affairs:** Responsible for keeping the Chapter informed of national, state, and local legislative and agency matters affecting construction, remodeling or members, reviewing proposed legislation or rulemaking and recommending actions either for or against such matters. This committee may, upon approval of the Board of Directors, form and establish a political action committee and oversee lobbying action for the Chapter in accordance with the purposes of the Chapter.

**9.03.05 Programs:** Responsible for monthly, annual and long-term planning of programs, special programs, events, awards and other similar matters for the membership meetings and other organizational events and matters.

For purposes of this Section, it is understood that committees and any additional organizational units, councils, committees and task forces are generally comprised of volunteers (or paid advisors, to the extent approved by the Board of Directors) and that the role of the day-to-day responsibility and oversight of the committee task force work shall be conducted by the Executive Director and the staff of the Chapter (or management company, if applicable) working in conjunction with the committee or task force to the extent set forth in the applicable contract and as agreed by the parties.

**9.04 Limits of Authority:** No committee chair may do any of the following: (A) authorize expenditures that have not been authorized by the Board or the approved committee budget or (B) execute contracts or agreements.

## **ARTICLE 10**

### **FINANCES; AUDITS AND CONTRACTS**

**10.01 Accounts; Deposits:** All dues, funds and other monies collected for the Chapter shall be deposited to the credit of the Chapter in a financial institution or in financial institutions approved by the Board of Directors. The Board of Directors, through its Executive Director, financial officers and committees, shall create and maintain all appropriate generally accepted accounting and fiscal practices, safeguards and procedures.

**10.02 Annual Budget:** An annual budget shall be established to cover operating expenses, not in excess of anticipated income. The Board of Directors, through the Executive Director, financial officers and financial committees, shall create and maintain all appropriate generally accepted accounting and fiscal practices, safeguards and procedures in connection with the budgeting process and monitoring the budget and expenditures. Once approved, the Board of Directors shall have authority to reallocate expenditures which exceed approved contingency funds provided that such reallocation is

approved by a 2/3 vote of the entire Board of Directors and that such reallocation shall be disclosed to the membership in the next notice of general meeting to be given to the membership. The Annual Budget for the next fiscal year shall be approved by the Board of Directors no later than thirty (30) days prior to the Annual Meeting and shall be distributed to the membership no later than ten (10) days prior to the Annual Meeting together with an annual financial statement of the Chapter, prepared in accordance with the requirements set forth in these Bylaws and generally accepted accounting principles consistently applied for the current fiscal year, showing performance against the Annual Budget for the current fiscal year and explaining any significant deviations in appropriate detail.

**10.03 Special Projects:** Special projects, if requiring funds of the Chapter, shall be undertaken only when funds for this purpose have been previously collected or financing arrangements have been outlined and approved by the Board of Directors or in accordance with a policy approved by the Board of Directors which approval of policy shall be reflected in the Minutes of the Board of Directors.

**10.04 Fiscal Year:** The fiscal year shall be January 1st to December 31st of each year unless another fiscal year shall be selected by the Board of Directors.

**10.05 Deficits:** Neither the Board of Directors nor any Officer or member may authorize deficit spending.

**10.06 Expenditures; Contracts:** No member, Officer, Executive Director or other person shall incur any debt, make any expenditure, or enter into any contract in the name of this Chapter or obligate this Chapter unless:

**10.06.01** Such action shall be in accordance with established written policy or policies regarding the authorization of any Officer or Officers, Executive Director, agent, or other person to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the Chapter which approval of policy shall be reflected in the Minutes of the Board of Directors. Such authority may be general or confined to specific instances, including appropriate dollar limitations and such policies shall include requirements for prior approval by the Board or the Executive Committee (at a minimum, the President and one other Executive Committee Officer). Copies of all contracts and agreements shall be delivered to the Executive Committee, the Executive Director and, if any, Legal Counsel and shall be retained in accordance with Chapter document retention policies.

**10.06.02** The expenditure or debt shall be within the approved Annual Budget or, if not, then prior express approval by the Board of Directors must be obtained, which approval shall be reflected in the Minutes of the Board of Directors.

**10.07 Books and Records.** The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the official proceedings of its members, Board of Directors and committees having any authority of the Board. It shall keep at its registered or principal office a record of the names and addresses of the members entitled to vote. All books and records of the Chapter may be inspected by any member, or the member's agent or attorney, for any proper purpose at any reasonable time.

**10.08 Annual Examination:** The financial records of the Chapter shall be examined annually by a committee or subcommittee appointed for such purpose. At least one member of the committee or subcommittee shall be a non-board member. A professional retained by the committee or subcommittee for such purpose may assist as pre-approved by the Board and such professional shall be paid by the Chapter and shall be included in the annual budget of the Chapter. A report of such examination shall be made directly to the Board and shall be retained as part of the permanent records of the Chapter. Failure to cooperate fully with the annual examination by any Director, Officer or Executive Director shall constitute a cause for removal from office (or the termination of any contract if applicable).

**10.9 Checks and Funds:** All checks, drafts, or orders for the payment of money, notes, or other such evidence of indebtedness issued in the name of the Chapter, shall be signed by such Officer or Officers, agent or employee of the Chapter and in such manner as shall be determined from time to time by the Board. Each check shall bear two authorized



signatures of the Executive Director and/or an Executive Committee Officer unless the Board of Directors has expressly established a reasonable threshold amount, which must be exceeded to require more than one signature.

**10.10 Gifts:** The Board may accept, on behalf of the Chapter, any contribution, gift, bequest or devise for the general or any special purpose of the Chapter. Executive Directors (and its staff), Members, Officers and Directors are not permitted to accept gifts intended for the Chapter or relating to the Chapter for personal use.

## **ARTICLE 11**

### **RELEASE AND INDEMNIFICATION**

**11.01 Indemnification:** Each present and future Director and Officer, and each agent and employee, whether or not then in office, and each Member or volunteer, shall be indemnified by the Chapter to the fullest extent permitted by law against all claims, judgements, and reasonable and necessary expenses incurred by or imposed upon such person (including court costs and counsel fees) in connection with the defense of any action, suit or proceeding in which such person is made a party by reason of being or having been a Director, Officer, agent or employee, member or volunteer may be entitled under any agreement of the members, as a matter of law or otherwise; provided the person indemnified has acted in accordance with the requirements of OCGA §14-3-851. The Chapter shall report any indemnification or advance in writing to the members in accordance with Georgia law.

**11.02 Insurance:** The Chapter, at the expense of the Chapter, shall maintain all appropriate insurance to protect itself and any such Officer, Director, Employee, Agent, or Volunteer against any liability or loss in connection with their service to the Chapter, in at least the minimum amount as may be required by applicable law.

## **ARTICLE 12**

### **DISSOLUTION**

**12.01 Dissolution of Chapter:** No Member of the Chapter shall have any right, title or interest in or to the whole or any part of the property or assets of the Chapter. In the event of dissolution, liquidation, abandonment or winding up of the affairs of the Chapter, the assets remaining after paying all debts and obligations (or adequately providing for the latter) shall be distributed to one or more qualified non-profit organizations for educational, scientific, philanthropic or similar purpose, designated by a majority of the Board of Directors, which organization(s) has established its or their tax exempt status under Section 501 of the Internal Revenue Code of 1954. In no event shall any assets inure to the benefit of or be distributed to any member, Director, Officer, agent or employee of the Chapter. If the majority of the entire Board of Directors is not in full accord as to the disposition of assets within one year from the date of the event causing its dissolution, liquidation, abandonment or winding up, then such assets shall be disposed of in such a manner as may be directed by decree by a Georgia court in accordance with Georgia Law.

## **ARTICLE 13**

### **AMENDMENTS**

**13.01 Amendment:** These Bylaws may be amended, repealed or altered in whole or in part, by the Board of Directors at any regular or special meeting, provided that the proposed amendment is made in writing (which amendment may be proposed by any member, Director or Officer) in accordance with the form and policies adopted by the Board of Directors, in writing and in advance and which proposed amendment has been previously reviewed by the Bylaws/Ethics Committee with the committee's recommendations as to whether such proposal should be accepted, denied, changed or modified, prior to posting for the vote required under Section 13.03. These Bylaws may also be amended, repealed or altered by the Members at any meeting, providing that all notices required in this Article and under Georgia law, together with a copy of the proposed amendments, shall have been given to each Member at least thirty (30) days prior to such meeting.

**13.02 Sponsorship:** Proposed amendments or revisions other than those proposed by the Bylaws/Ethics Committee shall be sponsored in writing by either (A) three (3) or more directors of the Board of Directors; or (B) by twenty-five percent (25%) of the Members. The Bylaws/Ethics Committee may sponsor proposed amendments or revisions on their own accord and approved by the committee in accordance with Board approved policies and procedures of the committee. The Bylaws/Ethics Committee shall review each proposed amendment no later than thirty (30) days after receipt of the amendment in compliance with Section 13.01 and shall provide the report of the committee no later than seven (7) days after conclusion of the thirty (30) day period.

**13.03 Notice to Director:** A copy of any proposed amendment or revision shall be posted by mailing to the last recorded address, or by electronic transmission to the last known contact point, of each Board member at least fifteen (15) days prior to the date of the Board meeting or such other longer period as may be required by law.

**13.04 Required Vote:** Changes to these Bylaws must be approved:

**13.04.01** by an affirmative vote of (A) two-thirds (2/3rds) of the votes cast when quorum is achieved or (B) a majority of the Members.

**13.05 Bylaws, Rules and Policies Review:** The Bylaws/Ethics Committee shall review the Bylaws at least once every two (2) years from the date last reviewed by the committee to determine if any technical revisions or substantive amendments are needed. The Bylaws/Ethics Committee is authorized to initiate changes, corrections and/or amendments to maintain the Bylaws in good order. All proposed amendments initiated by the committee shall be submitted to the Board of Directors no less than fifteen (15) days prior to any meeting of the Board of Directors and shall be approved or disapproved by the Board in accordance with the procedures for amendments of these Bylaws. Each of the other committees, the Executive Committee and the Executive Director shall provide the Bylaws/Ethics Committee with written copies of all policies and procedures and this committee shall have the ultimate responsibility in making recommendation to the Board whether the policies and procedures are in accordance with the Bylaws.

**13.06 Effective:** Amendments approved by the Board shall become effective at the end of the meeting at which the amendments were adopted, or upon receipt of a sufficient number of affirmative votes in accordance with the provisions of this Article.

**13.07 Board Recommendation:** If the Members are required to vote under Section 13.04, the Board must provide a recommendation regarding the amendment to the Members unless the Board elects because of a conflict of interest or other special circumstances to make no recommendation and communicates the basis for its election to the Members with the amendment.

**13.08 Availability:** A copy of these Bylaws shall be made available to all Members through the Chapter website and no physical delivery of these Bylaws to any Member shall be required.

## **ARTICLE 14**

### **CONFLICTS AND MERGER**

**14.01 Conflicts:** To the extent any of the matters in these Bylaws are inconsistent with any required section of the Bylaws of NARI National, the Bylaws of NARI National shall control.

**14.02 Merger:** The Chapter shall not have the right to merge into any other association without the advance express approval of NARI National.

**ARTICLE 15**  
**CODE OF ETHICS**

**15.01 Code of Ethics:** All Members of the Chapter shall agree to comply with the NARI Code of Ethics, which Code of Ethics shall be as adopted by NARI National from time to time.

**15.02 Interpretation:** The Board of Directors may adopt an official interpretation of the Code of Ethics which may include Standards of Practice entitled “Standards of Practice for the Remodeling Industry” or such other title as the Board of Directors may direct as well as such policies and procedures relating to the Code of Ethics and enforcement of the Code of Ethics and shall revise such interpretation from time to time. The Board of Directors may at the sole discretion of the Board assign or delegate portions of these tasks to a committee or task force.

**15.03 Complaints:** Any complaints registered against a member of this Chapter regarding unethical practices or violations of any rules and/or regulations shall be investigated in accordance with the rules and governing documents of this Chapter, which may be entitled Grievance Procedures or such other title as the Board of Directors may direct.

FINAL REVISION: AS APPROVED BY NARI ATLANTA APPROVAL DATE: 4/1/08; Bylaws Modified 4/2/08.doc (Only Header Changed-Buelow)

REVISIONS: APPROVED BY NARI ATLANTA BOARD OF DIRECTORS - APPROVAL DATE: 6/23/15  
Bylaws Modified 6/24/15

REVISIONS REVIEWED AND APPROVED BY BYLAWS & ETHICS COMMITTEE - APPROVAL DATE: 8/10/15

REVISIONS REVIEWED AND APPROVED BY NARI NATIONAL - APPROVAL DATE: 8/17/15

FINAL REVISION: AS APPROVED BY NARI ATLANTA APPROVAL DATE: 11/9/15 (Attached changes to 4/2/08 Bylaws)

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