

BYLAWS

NARI OF GREATER CHICAGOLAND

Adopted February 12 1987, Amended January 15, 1988 ~~and Amended November 13, 2007,~~
November 13, 2007, and 2022

ARTICLE I. NAME

A. The name of this organization shall be NARI of Greater Chicagoland, and shall hereinafter be referred to as "Chicagoland NARI", "NARI GC", or "the Association".

B. Chicagoland NARI shall be a not-for-profit Illinois corporation.

C. NARI GC is a charter member and a Chapter of NARI, the National Association of the Remodeling Industry, ("NARI National").

ARTICLE II. PURPOSES AND OBJECTIVES

A. The purposes and objectives of this organization are as follows:

1. To promote the common business interests of those engaged in the remodeling/home improvement industry;
2. To encourage ethical conduct good business practices and professionalism in the industry;
3. To foster cooperative action in advancing by all lawful means, the common purposes of its members;
4. To sponsor educational programs and activities for the benefit and enlightenment of its members;
5. To conduct programs to inform the public of the need for and advantages of maintaining homes in good condition and to thereby help improve the nation's housing inventory;
6. To promote legislation and regulation which is in the best interests of the industry and the public; and
7. It is the intention of the association to do all lawful acts and to comply at all times with the provisions of the anti-trust laws.

~~B.~~ Anti-Trust Policy:

WHEREAS federal antitrust laws were enacted to prohibit activities which may restrain or monopolize trade or foster unfair methods of competition, and

WHEREAS penalties are severe, involving fines and injunctions levied against companies and

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1. To foster competition action in forwarding by all its full members, the promotion program of its members;

2. To sponsor educational programs and activities for the benefit and well-being of its members;

3. To sponsor programs to further the growth of the steel tire and advantages of membership; to sponsor in general and to thereby help improve the national standing knowledge;

4. To promote legislation and regulation which is in the best interests of the industry and the public; and

5. It is the intention of the association to do all lawful acts and to comply with all laws and the provisions of the anti-trust laws.

finer and/or imprisonment for involved individuals, and

WHEREAS cooperative activities among competitors, such as those conducted under the banner of a trade association, are inherently suspect under these laws, and

WHEREAS NARI GC and NARI National have adopted guidelines for the conduct of their members to ensure conformance with both the spirit and the intent of antitrust legislation,

THEREFORE, it is NARI GC policy that there be:

1. No discussion with other members which attempts to arrive at any agreement regarding prices, terms, or conditions of sale, distribution, volume or production, or allocations of territories or customers.
2. No activity or communication which includes discussion of prices or pricing methods, product quotas, other limitations on either the timing or volume of production or sale, or allocations of territories or customers.
3. No activity by any NARI GC group or organized body, without prior consultation with NARI GC Counsel, which involves the exchange of information regarding pricing method or cost of production, or sales or distribution.
4. No discussion of prices, potential price fluctuations, or raw material or finished product supply and demand.
5. No refusal to make available results of NARI GC Research Programs to all companies in the industry on a reasonable cost basis.

C. Ethics and Standards

Each member of the Association is pledged to observe the highest standards of honesty,

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integrity and responsibility in the conduct of business:

1. By promoting in good faith only those products and services which are known to be functionally and economically sound, and which are consistent with objective standards of health and safety;
2. By making all advertising and sales promotions factually accurate, avoiding those practices which tend to mislead or deceive the customer;
3. By writing all contracts and warranties such that they comply with federal, state, and local laws;
4. By promptly acknowledging and taking appropriate action on all customer complaints;
5. By refraining from any act intended to restrain trade or suppress competition;
6. By attaining and retaining insurance as required by federal, state, and local authorities; and
7. By attaining and retaining licensing and/or registration as required by federal, state, and local authorities.

The Standards of Practice Manual adopted by the National Association of the Remodeling Industry is incorporated by reference into these By-Laws as clarification of the standards to which Members pledge to uphold.

In the event the National Association of the Remodeling Industry modifies or amends its Code of Ethics or the Standards of Practice applicable to the National Association, the Board of Directors of NARI GC may, but shall not be required to, adopt such modification or amendment of these Ethics and Standards by a resolution adopted by the Board of Directors of NARI GC without the need to formally amend these by-laws.

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6. No activity or communication which might be construed as an attempt to prevent any person or business entity from gaining access to any market or customer for goods or services; or any business entity from obtaining a supply of goods.
7. No establishment of standards for, or certification of, any industry standard testing methods without first seeking NARI GC's Counsel's advice as to the procedures to be followed. NARI GC and NARI National guidelines are voluntary and are arrived at by industry consensus.
8. No comment to governmental agencies on the ability of any member or members to comply with any government regulation in the absence of a written request for a joint statement by the agency involved. NARI GC's Counsel shall be consulted before comments in response to an agency initiative are prepared.
9. No discussion that might be construed as an agreement to refrain from purchasing or using any raw materials, equipment, services, or supplies of or from any supplier.
10. No activity that might be construed as forestalling or limiting basic research or the development of any product, process or machinery.

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D. Conflict of Interest Policy

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Purpose – The purpose of this conflict of interest policy is to protect the interests of NARI GC, a tax-exempt organization, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of NARI GC or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions

Interested Person-Any director, principal officer, Executive Director, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest-A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which NARI GC has a transaction or arrangement,
2. A compensation arrangement with any entity or individual with which the Association has a transaction or arrangement, or
3. A proposal ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Procedures

1. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. The remaining board or committee members shall decide if a conflict of interest exists.
3. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon.

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ARTICLE III. MEMBERSHIP

~~A. Membership shall be open to the following types of firms located within the Chicago metropolitan area;~~

~~1. Home improvement contractors and remodelers.~~

~~2. Suppliers of products to the remodeling industry including manufacturers, manufacturer's representatives, material suppliers, wholesalers, and distributors.~~

~~3. Suppliers of services to the remodeling industry, such as financial institutions, insurance agents, accountants, lawyers advertising agencies, etc.~~

~~4. Publications (trade and consumer media).~~

~~5. Public utilities.~~

~~6. Other associations, including trade associations, business federations, chambers of commerce, and Better Business Bureaus.~~

~~B. To be eligible for membership in the Association, an applicant must meet the following criteria:~~

~~1. Applicants for membership must be actively conducting a home improvement and/or commercial contracting business and/or remodeling business or otherwise engaging in the sales of products or services to the public and/or to members of the construction trades for at least one (1) year.~~

~~2. Have been conducting its business in conformity with the Association's Code of Ethics and agree in writing to continue to abide by said Code of Ethics and the Association's bylaws.~~

~~3. Submit together with annual dues, a signed application form.~~

~~C. Applications for membership shall be submitted to the Executive Committee. Upon receipt of a completed application and annual dues, the Executive Committee shall announce the pending application at a regular meeting or through a newsletter or other written notice before acting upon the application. Upon satisfactory investigation of the applicant's application, the Executive Committee shall vote on acceptance or rejection of the applicant. A two thirds affirmative vote of the Executive Committee members present and voting is required for acceptance.~~

~~D. The Executive Committee may assign its member screening functions to the Membership Committee, Ethics Committee, or any other standing or special committee but approval rests with the Executive Committee, or the Board as outlined in Paragraph E below.~~

~~E. The Executive Committee may at its option refer any membership application to the entire Board of Directors for approval.~~

~~F. Any membership may be suspended or terminated for cause, sufficient cause for such suspension or termination of membership shall be violation of the Bylaws, Code of Ethics or any lawful rule or practice duly adopted by the Association or any other conduct prejudicial to the interests of the Association. Suspension or expulsion shall be by two thirds (2/3) vote of the Board of Directors present provided that a statement of the charges shall have been sent by certified or~~

registered mail, return receipt, twenty (20) days before the meeting of the Board. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered, and the members shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken thereon. The Board of Directors shall observe at such hearings the right of due process.

G. Dues shall be payable annually in a manner and amount to be determined by the Board of Directors.

H. All members of this Association shall also be members of the National Association of the Remodeling Industry.

I. Where dues are not received within a thirty (30) day period of the date payable, membership will be terminated. Any member whose dues are unpaid for two months shall automatically be considered a member not in good standing and his membership shall be terminated and he shall not be entitled to vote, hold office, or enjoy privileges of membership, provided such member shall have been duly notified.

J. The Board of Directors may, by a 2/3 vote choose any individual or firm as an honorary member. Honorary members may attend membership meetings and functions and may speak, but may not hold office or vote. Honorary members do not count in making a quorum. The Board may also by a 2/3 vote elect honorary directors and/or honorary officers. Honorary officers and honorary directors may attend Board of Director meetings, but do not count in making a quorum and do not have the right to vote unless they are otherwise elected members of the Board.

A. The membership in this Association shall consist of persons, firms, corporations, and organizations engaged in the industry or who have a direct interest in the industry. The firm, rather than the individual, is a member of NARI GC. Any person employed by a member firm is entitled to attend meetings and other functions of NARI GC. Each firm shall name an authorized voting representative of the member firm to NARI GC. Membership is based on a single business name and address. Businesses with multiple names or addresses will be treated as separate members. Categories of regular membership in NARI GC shall be:

1. Chapter Members – Business entities whose business or interest in the industry is local or regional in scope and who are members of duly chartered Chapters of the Association.
2. Regional Members – Business entities whose business or interest in the industry is regional, but not national in scope and who belong to more than one Chapter.
3. Student Members – Individuals who, at the time of application, are full or part-time students enrolled in an accredited program, who are concentrating on a curriculum relevant to the construction and/or remodeling industry, and who meet other criteria established from time to time in membership policies.

4. **Honorary Members** – Honorary membership may be extended to those whom the Board of Directors may select and approve. Honorary members shall have no voting privileges in Association matters.
5. **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.
6. **Provisional Members** – Business entities whose business or interest in the industry is local or regional in scope and who do not meet the one-year in business minimum requirement for membership. Provisional members shall have no voting privileges in association matters until full membership is established.

B. Eligibility – To be eligible for voting membership, an applicant shall have been actively engaged in the industry for at least one year prior to the date of application and shall have been acting in conformity with the Association Code of Ethics. All members, regardless of membership category, agree to continuously abide by the Code of Ethics, Standards of Practice, and shall agree to comply with NARI GC. Each legal entity and its controlled affiliates shall, in the aggregate, be eligible for only one voting membership, regardless of the number of trade names or marks utilized by them. All members, regardless of type, must be conducting business within the geographic region assigned to NARI GC by NARI National in accordance with NARI GC's chapter agreement with NARI National, unless otherwise excused or permitted by NARI National. All applicants for membership must submit a signed application form together with appropriate dues.

C. Application and Approval Process – The procedures and process of application for membership shall be designated by the Board of Directors from time to time

D. Resignation – Membership in the Association may terminate by voluntary withdrawal or otherwise, in accordance with these Bylaws. All rights, privileges, and interests of membership in the Association shall cease upon termination of membership. Any member, by giving written notice of such intention, may withdraw from membership, but such notice shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid. Nor shall it entitle such member to any refund of previously paid dues.

E. Reinstatement – A member who has resigned or been dropped for nonpayment of dues may be reinstated on showing proof of qualification and paying all dues and other obligations owing.

F. Suspension or Removal – Any member may be suspended or terminated for cause, other than nonpayment of dues, by a two-thirds affirmative vote of a quorum of the Board of Directors present at any meeting. Sufficient cause shall be: violation of the Bylaws, Code of Ethics, or any lawful rule or practice duly adopted by the Board of Directors, or for any other conduct prejudicial to the interests of the Association. For any cause, other than nonpayment of dues, a vote for removal of a member shall occur only after the member has been advised and given a reasonable opportunity for defense in accordance with NARI National's Grievance Procedure

G. Dues – Dues shall be paid annually or in installments in a manner and amount to be determined by the Board of Directors.

- 1. Anniversary Date** – Each member shall have an anniversary date being the first of the month in which they became NARI GC members. Memberships are one year in length. Once a provisional member reaches their one-year mark in business they may request approval for Chapter or Regional membership.
- 2. Cancellation Date/Grace Period** – Members whose dues have not been received 60 days after their renewal date will be cancelled. Cancellation does not excuse any other financial obligation the member may have to NARI GC at the time of cancellation.
- 3. Reinstatement** – Cancelled members who remit their dues within 60 days after cancellation will be automatically reinstated to membership. After that time, they will be required to reapply and to pay any application or processing fees charged by NARI GC and/or NARI National.

ARTICLE IV. ASSOCIATION MANAGEMENT

A. Management of the Association shall be vested in a Board of Directors (referred to as the "Board"). The Board shall have full power and authority over the affairs of the Association except as otherwise designated in these bylaws. The Board of Directors may delegate any of its authority to The Executive Committee any other committee or an Executive Director.

1. The Board of Directors shall consist of nine Directors in addition to all officers of the Association who shall automatically be members of the Board of Directors. The nine Directors shall be elected by the membership at the annual meeting for a term of one year. In addition up to five Associate Directors may be elected to one year terms by majority vote of the elected directors at the special meeting Caucus held immediately following the Annual Meeting, as described in Section B. Paragraph 2 below. Directors and Associate Directors enjoy the same rights privileges and obligations.

2. The Directors will be elected at the annual meeting in November of each year for the term of one year and there shall be a chair of the Board of Directors who will be the immediate

past President of the Association who is retired and who shall chair the Board of Directors meetings or designate a substitute chairman of the Director's meeting. In the event that he or she is unwilling to so act, then the Directors shall elect the said Chairman by a majority vote at the first meeting of the Directors.

3. In the event of the death, resignation, removal, or expulsion of any officer or director, the Board of Directors shall elect a successor who shall take office immediately and serve the balance of the unexpired term or until the next annual election.

4. The Board of Directors shall meet at least quarterly to review the management of the Association. The Board shall meet at the call of the President or any three Board members. Notice of Board of Director meetings shall be given to all Board members at least one week in advance.

5. Any member of the Board of Directors who misses three or more consecutive meetings without an excuse acceptable to the Board may be given written notice of dismissal by the president and be replaced in accordance with the provisions of Section 3 above.

6. A majority of the Board of Directors shall constitute a quorum for all meetings of the Board.

7. If not otherwise a member of the Board, all past Presidents shall be voting ex-officio member. In addition, the Managing Director (if any) shall be a non-voting ex-officio member of the Board. If a member of the Board is such solely by virtue of being a past President, such individual shall count toward the establishment of a quorum, but shall not serve to increase the size of the Board for determining the number needed for a quorum.

B.OFFICERS

1. The officers of the Association shall be a President, Executive Vice President, First Vice President, Second Vice President, Secretary, Treasurer, and Parliamentarian. These officers shall automatically be members of the Board of Directors and of the Executive Committee. There shall also be one or more representatives to the NARI Board of Directors (the number determined by the NARI bylaws), who may also be one of the officers. The NARI representatives shall be elected by the Board of Directors on a bi-annual basis by a majority vote of the Board and be governed by the procedures for selection of representatives dated and approved May 4, 1993 heretofore by the Board of Directors.

2. The officers of the Association shall be elected at the annual meeting of the Association for a term of one year.

3. No President having held an office for two successive terms shall be eligible to succeed

him or herself in that same office.

4. The President shall be the chief officer of the Association. He or she shall preside at all meetings of the membership and the Board of Directors. He or she shall appoint all committees with the approval of the Board of Directors and shall be ex-officio member of all committees except the nominating committee. The President shall be the official spokesman of the organization in matters of public policy, subject to the approval of the Board. He or she shall perform all other duties incident to the office.

5. The Executive Vice President shall in the absence of the President perform the President's duties until a successor President has been nominated by the board. He or she shall also generally assist the president and perform such other duties as shall be prescribed by the Board.

6. The Secretary shall be responsible for keeping records of all meetings of the local association and of the board of directors, issuing notices of meetings, maintaining the membership roll, and all other duties customarily pertaining to the office.

7. The Treasurer shall be responsible for receiving and depositing all Association funds in the name of the Association in a financial institution selected and approved by the Board of Directors. He or she shall be responsible for issuing receipts and making authorized disbursements by check after proper approval by the President or Board of Directors, making regular financial reports to the Board of Directors, and rendering an annual financial statement to the membership. He or she shall perform other duties incident to the office.

8. No elected officer of the Association shall be entitled to any salary or other compensation except that the Board of Directors may reimburse elected officers or any member for expenses incurred in connection with the performance of their duties.

9. The Board of Directors may in its discretion employ an Executive Director upon such terms and conditions as the Board shall determine. The Executive Director (if any) shall be an ex-officio member without the right to vote of the Board of Directors, the Executive Committee, and all other committees. The Executive Director may be assigned any duties by the Board of Directors, including any or all of the duties of any officer or officers as outlined above.

C. EXECUTIVE COMMITTEE

1. The Executive Committee shall consist of the Chairman of the Board, President, Executive Vice President, First Vice President, Second Vice President, Secretary, Treasurer and Parliamentarian. The Chairman of the Board shall be a member of the Executive Committee and convene all Board meetings. The Executive Director (if any) shall be an ex-officio member of the Executive Committee without the right to vote. The Parliamentarian

shall have a vote on all matters before the Executive Committee, Board and general membership meetings. All dues paying past Presidents shall be voting ex-officio members of the Executive Committee. If a member of the Executive Committee is such solely by virtue of being a past President, such individual shall count toward the establishment of a quorum, but shall not serve to increase the size of the Executive Committee for determining the number needed for a quorum

2. The Executive Committee shall meet at least quarterly, and shall have general supervision of the affairs of the Association between meetings of the Board of Directors and shall exercise other powers which may be assigned by the Board of Directors and/or these bylaws.

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

4. The Executive Committee may not suspend or terminate a membership, repeal or amend bylaws, fill a vacancy on the Board or Executive Committee, hire, suspend or remove the Executive Director, the power to perform such acts being reserved to the Board.

D. COMMITTEES

1. The standing committees of the Association shall be Programs, Membership, Ethics, Special Events and Finance and Budget.

2. Special committees may be established and appointed by the President with the approval of the Executive Committee.

3. The chair of each committee shall report its activities regularly to the Board of Directors.

4. Committee chairs and members do not have to be members of the Board of Directors.

ARTICLE V. MEMBERSHIP MEETINGS

A. There shall be an Annual Meeting of the Association each year during November at a time and place determined by the Board of Directors.

B. There shall be regular monthly membership meetings at least 9 times (including the annual meeting) each year at such time and place as the Board may designate.

C. Special meetings of the Association may be called by the President, the Board of Directors, the Executive Committee or on written request by twenty per cent of the members in good standing.

D. Notice of all membership meetings (regular, special or annual) shall be mailed, e-mailed or transmitted by facsimile or such other means as approved by the Board to all members at least 10

days in advance, except that written notice of a regular meeting is not required if its time and location is announced at the previous month's regular membership meeting.

E. Ten (10%) percent of the members in good standing off the Association shall constitute a quorum at any meeting of the Association.

ARTICLE VI. NOMINATIONS AND ELECTIONS

A. There shall be a nominating committee of no less than three active members appointed by the President with the approval of the Board of Directors at least 90 days prior to the annual meeting of the Association.

B. The nominating committee shall name one or more qualified nominee for each office and directorship becoming vacant. It shall ensure that each nominee has been contacted and agrees to serve if elected. Additional nominations, if any, shall be accepted from members at the annual meeting provided the nominees have been contacted and agree to serve if elected.

C. The list of nominees prepared by the nominating committee shall be submitted to the membership by the secretary either by mail at least 30 days prior to the annual meeting or by announcement at the regular membership meeting held during the month prior to the Annual Meeting.

D. Officers and Directors shall be elected at the Annual meeting. Election shall be by majority vote of the members in good standing present and voting. Balloting in contested elections shall be by secret ballot.

E. Each member in good standing, be it sole owner, partnership or corporation, shall be entitled to one vote. Each member firm shall annually, prior to the Annual Meeting, submit to the Secretary of the Association the name of its designated representative and one or more alternates in order of priority. In the absence of such a certification, any member of said firm may cast the firm's vote. In the case of two or more persons from a member firm wishing to vote, and where none has been certified as the designated voter or as the ranking alternate designated voter, then the firm's delegation shall be polled and the majority shall determine the firm's vote. No fractional voting will be allowed.

F. Proxy voting or mail-in ballots are allowed on any matter by the membership but shall not be allowed for meetings of the Board of Directors, the Executive Committee or any other committee.

ARTICLE VII. FINANCES

A. All funds collected by this Association shall be deposited in a financial institution selected and controlled by the Board of Directors.

B. All disbursements shall be by check. Checks shall require two signatures. Authorized signers shall include the Treasurer, President and any other person or persons designated by the Board of Directors.

C. All Financial records of the Association shall be maintained by the Treasurer, or by any other person designated by the Board of Directors subject to the review of the Treasurer.

D. All financial records of the Association shall be available for inspection by any member of the Board of Directors upon one week's written notice at a place designated by the Treasurer.

E. Upon dissolution of this Association the Board of Directors shall determine the disposition of its assets, subject to applicable law.

F. The fiscal year of the Association shall be the calendar year.

G. The Board of Directors shall approve an annual budget prior to the commencement of each fiscal year.

H. Expenditures not covered in the Budget may be approved by the Executive Committee subject to the review by the Board of Directors.

I. No member, officer or employee of the Association may incur any debt on behalf of the Association without approval of the Board of Directors.

J. The Board of Directors may assign to the Executive Committee and President the authority to approve non-budgeted expenditures within specified limits without review by the Board of Directors.

ARTICLE VIII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE IX. AMENDMENTS

These bylaws may be amended by a two-thirds vote of the Board of Directors at any Board meeting where a quorum is present and provided each member of the Board has been provided a written copy of the proposed amendments at least 10 days prior to the Board meeting. If approved by the Board with a 2/3 vote, the amendment(s) shall then be submitted to the membership for ratification at a regular membership meeting. The membership shall be notified of the amendment(s) in writing at least 10 days prior to the regular meeting at which the ratification vote will occur. A majority vote of the members present and voting and providing a quorum is present shall be required

to ratify an amendment. Amendments shall take effect immediately upon ratification unless a different effective time and date has been approved by the Board of Directors.