

**By-Laws of the
NATIONAL FOUNDATION REPAIR ASSOCIATION, INC.**

July 2014

Article I

Name of the Association

This Association shall be known and designated by the name set forth in the articles of incorporation, The National Foundation Repair Association, Inc.

Article II

Purposes of the Association

The purposes of the Association shall be as follows:

Section 1: To promote, encourage, and develop the foundation repair industry for the mutual benefit of all concerned.

Section 2: To organize, and assist in the organization of regional Chapters for the purposes set out, and include members of Chapters as members of the Association.

Section 3: To encourage professional and ethical conduct and uniform practices in the field of foundation repair. To encourage all those engaged in the foundation repair industry to comply with all applicable laws and the standards set by the Association.

Section 4: To provide educational information in the form of seminars, publications, or other media, for the benefit of the Association's members and those they serve.

Section 5: To promote a better understanding and more friendly relations among Chapters and members of the Association.

Article III Authority

Section 1: This Association shall have authority to establish such rules, regulations, and guidelines as may be necessary for the governing of its members.

Section 2: This Association shall have authority to require members to obey its rules, regulations and guidelines, and to inflict such penalties as it may deem necessary for disobedience of its will, provided that its members shall not be required to commit any act which would make them amenable to the laws of the United States or any political subdivision thereof.

Section 3: The current edition of Roberts Rule of Order Newly Revised shall be considered as the final authority for this Association on all questions not specifically covered by the By-Laws.

Article IV Membership

Section 1: Members of a Chapter must be members of this Association. Members must pay dues as provided by the Board of Directors of the Association, meet the requirements outlined in Section 2 of this Article, and agree to comply with all rules, regulations and guidelines of the Association. Memberships are not transferable. The Association shall have the following types of members:

Contractor	Any individual or company whose primary business is the repair of foundations.
Associate	Any individual or company other than Contractor or Honorary members.
Honorary	Honorary membership may be extended by majority vote of the Board of Directors. Honorary members pay no dues and have no voting privileges.
Probationary	Any individual or company that did not meet all membership requirements. Probationary members do not have officer or voting privileges

Section 2: The requirements for membership for Contractor in the Association are:

- A. An applicant must agree to comply with the By-Laws, rules, regulations, and guidelines of the Association.
- B. An applicant must have been in the foundation repair business for three continuous years. If the applicant does not meet this requirement but does meet all other membership requirements, then the applicant may be granted a probationary membership

status until the business time requirement has been fulfilled. This requirement may be waived by a two-thirds simple majority vote of the Board of Directors.

C. An applicant shall carry general liability insurance with limits of at least \$500,000.

D. An applicant must be in good standing with the Better Business Bureau and have no unanswered complaints.

E. An applicant must be current in their dues and other financial obligations to the Association.

Section 3: Each applicant shall submit a signed application to the Executive Director of the National Association stating that they agree to comply with the by-laws, rules, regulations, and guidelines of the Association, and the following:

A. Documentation supporting three continuous years in business or a request for a probationary membership status. The three year requirement may be waived by the Board if the applicant has had comparable work experiences in this industry or related industries.

B. Certificate of insurance verifying current general liability insurance coverage with limits of at least \$500,000. This provision is waived for Associate and Honorary Members.

C. Membership Dues for the current year.

An application for membership, with all supporting documentation shall be submitted to the Executive Director of the National Association. The Executive Director shall review the application for compliance and forward any compliant application to the President or in his absence an alternate local Board member of the local Charter in which the applicant's place of business resides and will provide a copy to the President of the National Board or Directors. The local Charter has five business days to obtain comments and provide detail and/or summarized comments to the Executive Director and the President of the National Board of Directors. The Executive Director shall then submit the Application with local Charter responses to the Board a request for a vote for approval. The Board has five business days to vote. The President has the right to intercede, delay the vote, and call for a special Board discussion in advance of the vote. An applicant shall be accepted for membership in the Association once a majority of the Board of Directors votes for approval.

Section 4: Members may be removed from the Association by a simple majority vote of the Board of Directors. Grounds for removal are, not limited to: false statements, BBB negative reports, and improper behavior as enumerated in the FRA Code of Ethics. A member must be notified at least two weeks in advance of the time and place of the meeting where the Board of

Directors will consider such action. The member must also be informed of the reason for the meeting. The member shall have the right to be present and to be heard at the meeting. Termination of membership is at the sole discretion of the National Board of Directors. There will be no refund of dues for any termination of membership.

Section 5: A member removed from their Chapter must also be removed from the Association. A member pending removal who has been removed from their Chapter may request that the Board of Directors of the Association review that action prior to notification of member in question. The Board of Directors may review the action or confirm the action of the Chapter. If the Board of Directors of the Association elects to review the action, their decision shall be binding on the member and the Chapter .

Section 6: The Board of Directors reserves the right to accept or reject, for cause, any application for membership or renewal.

Section 7: A Former member desiring to be reinstated must apply for membership in the same manner as a new member. Additional documentation shall be provided to include any of the following: 1). Reason for lapse of membership, 2). If prior membership terminated, corrective action shall be documented.

Section 8: All members, except honorary members, shall have the right to vote in person provided that they have been a member at least 60 days prior to the annual or special meetings of the Association. Members may not vote by proxy. Only one vote per paid company membership. All members, except honorary members, shall also have the right to vote by mail (or email) for matters submitted by the Board of Directors.

Section 9: The Board of Directors of the Association shall determine the dues a member shall pay. All members, except honorary members, shall pay dues. The applicant's membership year starts on the annual month date joined as their beginning starting point and renew on same date each year thereafter.

Article V General Rules Applying to all Chapters

1. All Chapters of the National Foundation Repair Association, Inc. must operate within the By-laws, rules, regulations and guidelines of the Association and are both created and governed by the National Association.
2. The purposes of the Chapters are to: 1) provide local cohesiveness of the National Association with regard to Article II of the National Association By-laws, 2) conduct open forum discussions on member issues, 3) host guest speakers and provide regional education, 4) provide members a route for succession to the National Board of Directors, 5) host on a rotating basis National meetings when requested by the National Board of Directors. 6) provide comments on matters of membership or any other requests from the National

Association 7) elevate Chapter issues or requests from local members to the National Association.

3. The Association may designate a Chapter active when 6 or more members apply for and are granted Chapter status for a designated region that does not overlap the territory of an established Chapter, or when there is agreement with an established Chapter and the Board determines to split an existing Chapter. All Association members shall be assigned to one of the local Chapters. An Association Member which has brick and mortar business operations in more than one region may attend and its employees may be elected to offices in more than one region.

4. Each Chapter shall elect a President, Vice President, Secretary, and National delegate for a term of 2 years by vote of a simple majority of the members attending the designated meeting, with nominations announced a minimum of 30 days prior to the meeting by the Chapter President. All officers shall serve a maximum of 2 consecutive terms, excluding any partial term. Elections shall be held in Q4, with an effective date of January 1. Special elections may be called as needed. The President and National Delegate shall not be elected from the same member company.

5. Meetings shall be conducted monthly or semi monthly and presided over by the Chapter President or delegate, with meetings conducted in accordance with the current Roberts Rules of Orders.

6. It shall be the duty of the Chapter officers to see that their members abide by the constitution and by-laws of the National Association and report alleged infractions to the National Board for consideration/action.

7. Each Chapter serves at the pleasure the National Association, which reserves the right to dissolve the Chapter.

8. The Chapter President and National Delegate shall serve on the National Association Board of Directors. When a Chapter Board Member is elected as an officer of the Board, he shall relinquish his title in the Chapter, and that Chapter shall have a special election to replace the member.

9. A Chapter may provide comments regarding membership or other issues through their President and National Delegate, who shall act on their behalf in executing their responsibilities as members of the National Association Board of Directors.

Article VI Meetings

Section 1: This Association shall hold annual meetings at such time and place as may be designated by the Board of Directors. Members of the Association shall be notified of the time and place for holding such meeting at least thirty days prior to the first day of such meeting.

Section 2: The President shall call a special meeting of the Association when so requested, in writing, email, or fax by at least ten members of the Association in good standing.

Section 3: At any meeting of the Association, ten members of the association in good standing shall constitute a quorum. No person shall act as proxy for a member. If no quorum shall be present, the presiding officer shall adjourn the meeting to a day and hour of his designation.

Section 4: At all annual meetings of the Association, the order of business, unless otherwise determined by a majority vote of members in good standing of the Association present, shall be:

- 1st Reading and approval of minutes of previous meeting
- 2nd Reports of Officers
- 3rd Reports of Committees
- 4th Installation of Officers
- 5th Consideration of and voting on resolutions
- 6th General Business
- 7th Unfinished Business
- 8th New Business

Section 5: The Board of Directors shall meet-at least bi-annually and any other time as requested by the President. A quorum of the Board of Directors shall consist of a simple majority of the Board members.

Article VII Officers

Section 1: The Board of Directors of the Association shall consist of President, Vice President, Treasurer, Secretary, immediate past President, and two representatives from each simple majority of the Association. The representatives from each Chapter shall be the President of the Chapter and the Chapter elected National Delegate

Section 2: The officers of this Association shall be a President, Vice President, Secretary and Treasurer. These officers shall be elected by the Board of Directors by a majority vote of the Board. The President and Secretary shall be elected in even years and the Vice President and Treasurer shall be elected in odd years with term to commence on January 1 of year following election. Officers may serve up to a total of “two consecutive two year terms” (if re-elected) by the Board of Directors for a second term. A partial term to fill a mid-term vacancy shall not be construed as a “term”.

Section 3: Any of these officers may be re-elected by the Board of Directors who may also remove them from office for cause.

Section 4: An officer may not serve three consecutive terms in the same office, excluding partial terms.

Section 5: Any vacancy occurring within the year will be replaced by appointment by the President, with approval by a majority of the Board.

Article VIII Duties of Officers

Section 1: The President shall preside at all meetings of this Association, and act as Chairman of the Board of Directors, and shall administer, direct and manage all Association affairs. The President shall appoint all committees, call special meetings of the Association, or of the Board of Directors in accordance with the By-Laws, and perform other duties as usually pertain to the office. The President shall have such other powers as may be conferred upon him by the Board of Directors at any meeting of such Board. The President shall have the authority to execute all powers of the Association as set out in these By-Laws.

Section 2: The duties of the Vice President shall be the same as those of the President, in the event of the absence or disability of the President.

Section 3: The Secretary or Board appointed Executive Director shall receive and act upon applications for membership. The Secretary or Board appointed Executive Director shall notify members of all meetings, either by email, publication or individual notices. The Secretary or Board appointed Executive Director shall notify all members at least thirty days prior to the expiration of their membership. The Secretary shall keep accurate records of all meetings. The Secretary shall act promptly on all correspondence directed to his office. The Secretary or Board appointed Executive Director shall keep a complete and up-to-date membership list, including current addresses, and shall make a quarterly report as to the number of members to the Board of Directors.

Section 4: The Treasurer or Board appointed Executive Director shall keep a record of all monies due the Association. The Treasurer or Board appointed Executive Director shall keep a record of all monies received. The Treasurer and Board appointed Executive Director shall jointly signoff and pay outstanding accounts. The Treasurer or Board appointed Executive Director shall make quarterly financial reports to the Board of Directors. The Treasurer or Board appointed Executive Director shall make an annual report, for the previous year and, at the annual meeting of the Association. The Treasurer may call, oversee, and report to the Board of Directors the results of any special audits of the Executive Director.

Article IX
Interpretation – Discipline

Section 1: The interpretation by the Board of Directors of this Association of the By-Laws, rules, regulations and guidelines shall be binding upon all members of this Association.

Section 2: All notices required to be sent to any member of this Association shall be sent by regular mail, prepaid to the member's address, or email, as it appears on the books of the Association, and such mailing shall be presumptive evidence of the service thereof. Any change of address must be sent promptly to the office of the Secretary of the Association (or Board appointed Executive Director).

Section 3: The Board of Directors may suspend or expel any member of the Association for conduct, which in its judgment, warrants such action.

Section 4: If a complaint of misconduct is brought against any acting officer or director of this Association, the Board of Directors shall be polled as soon thereafter as possible, and

- A. If the Board of Directors determines that there is a reasonable basis for such complaint and that the Association could be adversely affected by the retention in office of said officer or director, the Board may in its own discretion suspend such person pending final determination as set forth herein.
- B. If the President of the association is charged, the Board of Directors shall appoint a special committee to investigate the complaint and, within a reasonable time, report its findings.
- C. The Board of Directors shall receive the findings of the special committee and shall determine whether a special meeting of the Board shall be convened for a hearing on the complaint and consideration of the committee report or to defer action on the complaint until the next regularly scheduled meeting of the Board of Directors.
- D. The complainant and the accused shall be notified of the date of any meeting of the Board of Directors and shall be afforded the opportunity to present evidence relating to the charge.
- E. The determination of the Board of Directors shall be a final resolution of the matter.
- F. All complaints to be considered pursuant to this section shall be in writing and shall be accompanied by a non-refundable fee of two hundred dollars to defray the cost attendant on the implementation of the procedures.

Section 5: If a complaint alleging matters affecting the Association is made against another member, the provisions of Section 4 of this Article IX shall be followed, except that the Board of Directors shall have sole and absolute discretion whether to consider the complaint and implement the procedures set forth above

Section 6: Any complaint submitted pursuant to Sections 4 or 5 of this Article may not be for instances or events occurring more than one hundred eighty calendar days prior to the date of receipt by the President and/or Secretary of the complaint.

Article X Amendments

Section 1: Any alteration of, or amendment to, the By-Laws to be offered at any annual or special meeting of this Association shall be made by Resolution, in writing, approved by ten or more members of the Association in good standing. If the amendment is to be presented at the annual meeting, it must be received by the Association's Secretary no later than 45 days prior to the annual meeting to be presented. All resolutions are to be confined to one subject. Members must receive notification of the proposed amendment at least thirty days in advance of the annual or special meeting at which it is to be considered, in order that they may have the opportunity to form an intelligent opinion on their merits. The By-Laws may then be amended by an affirmative simple majority vote of all members casting votes at a regular or special meeting of the Association for a Resolution, provided that the notice of the purpose of any special meeting has been stated in the call for such special meeting.

Section 2: Any proposed change in or amendment to the By-Laws may be submitted to the members of the Association at any time by mail or email ballot. Members must receive such ballot at least thirty days prior to the deadline for submitting the ballot. The By-Laws may then be amended by an affirmative simple majority vote of all members casting votes for a Resolution.

Section 3: A Resolution adopted at an annual or special meeting of the Association, or by mail, or email, shall take effect sixty days after the ballot deadline.

Section 4: The Board of Directors may make changes or amendments to the By-Laws at any regular or special convened meeting of the Board. A simple majority vote of the Board members in attendance is required.