

RICOWI, Inc.

BYLAWS

of the

Roofing Industry Committee on Weather Issues, Inc.

INCORPORATED JULY 29, 1996

Revised October, 1999

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OF THE
ROOFING INDUSTRY COMMITTEE ON WEATHER ISSUES, INC.**

ARTICLE I

Background

Section 1. Description. Two workshops, one in May 1989 and the other in November 1989 were devoted to identifying and discussing roof wind issues and alternatives. Overlaying the discussions of important technical issues including causes of roof wind damage were:

- ❑ Dynamic testing of roof systems,
- ❑ Importance of sample size for tests,
- ❑ Role of wind tunnels and air retarders,
- ❑ Need for acceptable procedures for ballasted systems,
- ❑ Field data and response team reports, and
- ❑ General lack of communication within the roofing industry as to what the problems are,

what is being done and should be done to alleviate them, and how effectively information is transferred within the roofing industry and to others in the building community.

Section 2. Formation. A consensus recommendation at the November 1989 workshop was that a Committee be formed to address these matters. In 1996, the committee voted to incorporate as a non-stock corporation devoted to research and education on wind issues. After review of the need for similar education and research in the areas of hail, energy efficiency and durability effects, the committee voted in 1999, to broaden the objectives to include other weather topics.

Section 3. Objectives. It is hereby declared to be among the objectives of the Roofing Industry Committee On Weather Issues, Inc. ("RICOWI" or the "Corporation"), to

(a) Encourage and coordinate research to provide a more knowledgeable information base of roof issues including wind, hail, energy efficiency and durability effects;

(b) Accelerate the establishment of new or improved industry consensus standard practices for weather design and testing where they are recognized as needed; and

(c) Improve the understanding of roof weather concepts and issues within the building community in general.

Section 4. Scope. The Corporation shall be concerned with matters relating to the Corporation's objectives and with other matters brought before the Corporation by its Members through their respective representatives.

Section 5. Banner Organization. The Banner organization shall be the Oak Ridge National Laboratory and shall participate in corporate activities and assist the Board of Directors with the administration of corporate affairs and meeting logistics.

ARTICLE II

Membership and Corporate Functions

Section 1. Membership Classes. There shall be two (2) classes of membership in the Corporation, Sponsor Members and Affiliate Members.

Section 2. Sponsor Members. Sponsor Members shall be industry associations whose members have an interest in the roofing industry by virtue of the manufacture, design, installation or insuring of roofs and roofing related products or the performance of consulting and other professional services in connection

with roof and roofing-related products. Any entity may apply for membership by submitting a written application to the Chairperson or Secretary. An entity shall be elected to membership upon receiving a majority vote of the Members present at a meeting of the Corporation or at a meeting of the Board of Directors.

Section 3. Affiliate Members. Any person or individual representative of a firm, institute, corporation or other entity may be elected an Affiliate Member by submitting written application to the Chairperson or Secretary and receiving a majority vote of the Board of Directors. Affiliate Members shall have no voting rights.

Section 4. Honorary Membership. Honorary membership without voting rights may be conferred upon any person, firm, institute, corporation or other entity interested in the roofing industry whose past experience in, or service to, the industry or other special qualifications justifies election at such time and under such terms as the Board of Directors shall determine.

Section 5. Application for and Admission to Membership. All applicants for membership shall complete and sign a form of application and shall submit the application to the Secretary of the Corporation. Such applications shall include an agreement by the applicant to abide by the Corporation's Bylaws and to pay all duly levied dues and assessments accompanied by payment of the initial fees and dues. Membership shall be granted if the applicant is found to be qualified for membership by a majority vote of those present and voting at any meeting of the Board of Directors.

Section 6. Removal. Members of any classification may be removed from membership by the Board of Directors for cause by two-thirds (2/3) vote of those present and voting at a meeting. For any cause other than non-payment of dues, removal shall occur only after the Member complained against has been notified of the complaint lodged against him and been given reasonable opportunity for defense; and such Member, if removed, may appeal the decision of the Board of Directors to the Executive Committee. The appeal must be submitted in writing to the Secretary of the Executive Committee.

Section 7. Reinstatement. A former Member may be reinstated by presenting proof of qualifications and paying current dues and all dues in arrears.

Section 8. Resignation. Any Member may resign by sending a letter of resignation to the Secretary, but such action shall not relieve the Member so resigning of the obligation to pay any dues, or other charges theretofore assessed.

Section 9. Obligations of Sponsor Members. Sponsor Members shall fund the expenses of their duly appointed representatives in conducting corporate business, including funding the expenses of duly appointed representatives elected to the Executive Committee. The Board of Directors may, by majority vote, elect to reimburse Sponsor Members for expenses incurred in connection with the attendance at meetings, preparation for meetings and the transaction of business.

Section 10. Special Projects. Members may submit proposals for special projects to the Board of Directors at any time. Such proposals shall be limited to studies, research or other academic endeavors related to weather issues and shall include a detailed description of how the proponent will disseminate the results of the special project among the Membership. The Board of Directors shall vote on the approval of the special project at its next regularly scheduled meeting. A special project shall be approved upon a two-thirds vote of the Board of Directors.

ARTICLE III

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE IV

Dues

Section 1. Annual Dues. The Board of Directors by majority vote may determine from time to time the amount of initiation fee, if any, and annual dues, if any, payable to the Corporation by Sponsor Members and Affiliate Members. Honorary Members shall not be required to pay dues or initiation fees.

Section 2. Special Assessments. Special assessments may be made against Sponsor Members upon a two-thirds majority approval by the Board of Directors in order to fund operating deficits and for such other purposes as the Board of Directors deems necessary and proper. In addition, special projects approved in accordance with Article II, section 10, shall be funded through vote by voluntary assessment of four (4) or more Members. Any Member may resign from the organization within 30 days without obligation to the special assessment.

Section 3. Payment of Dues. Dues shall be payable in advance on the first day of January in each calendar year. Dues of a new Member shall be prorated from the first day of the month in which such new Member is elected to membership, for the remainder of the calendar year of the Corporation.

Section 4. Default and Termination of Membership. When any Member shall be in default in the payment of dues for a period of three months from the beginning of the calendar year or period for which such dues became payable, its membership may thereupon be terminated by the Board of Directors in the manner provided in Article II, Section 6, of these Bylaws.

ARTICLE V

Meetings of the Members

Section 1. Meeting Location and Schedule. Meetings will normally be scheduled in conjunction with other industry activities at such place therein as may be fixed by the Chairperson. Regular meetings will be scheduled for one (1) calendar year in advance. Notice of all meetings shall be mailed not more than eight (8), or less than four (4) weeks prior to the time when said meeting is to be held, signed by the Chairperson or Secretary, and addressed to each Member at such address as filed with the Chairperson, shall be sufficient notice.

Section 2. Special Meetings. Special meetings may be called by the Board of Directors or the Executive Committee at their discretion. Upon the written request of sixty percent (60%) of the Members, the Board of Directors shall call a special meeting to consider a specific subject. Notice for any special meeting is to be given in the same manner as for the annual meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the Members of the Corporation. Special meetings may be conducted by telephone conference in the manner provided in Article VI, Section 8.

Section 3. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the Members may be held at any time and at any place within or without the State of Maryland, and any action may be taken thereat, if notice is waived in writing by every Member having the right to vote at the meeting.

Section 4. Quorum. The presence in person or by proxy of fifty-one percent (51%) of the Sponsor Members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business.

Section 5. Inspectors of Election. Two Inspectors of Election may be chosen by vote of the Members at the first annual meeting and at each subsequent annual meeting. When elected, they shall act as Inspectors of Election at the next annual meeting and at all special meetings until the next annual meeting.

Section 6. Voting. Any Member may be represented at any meeting by any person designated by them for that purpose; but each organization or corporation shall be entitled to only one vote. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by majority vote of the Sponsor Members present in person or by proxy.

Section 7. Proxies. Every Member of the Corporation entitled to vote at any meeting thereof may vote in proxy. A proxy shall be in writing and revocable at the pleasure of the Member executing it. Unless the duration of the proxy is specified, it shall be invalid after eleven (11) months from the date of its execution.

Section 8. Order of Business. The order of business shall be as follows at all the meetings of the Members, Board of Directors and Executive Committee:

- (a) Calling of the roll.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Review of the minutes.
- (d) Receiving communications.
- (e) Election of officers and new Members.
- (f) Report of officers.
- (g) Reports of committees.
- (h) Unfinished business.
- (i) New business.

Any question as to priority of business shall be decided by the Chairperson without debate. This order of business may be altered or suspended at any meeting by a majority vote of the Sponsor Members present.

Section 9. Rules of Order. The meetings and proceedings of the Corporation shall be regulated and controlled according to ROBERTS RULES OF ORDER NEWLY REVISED, 9th edition (1990) ("RONR") or a successor revised edition of RONR, except as may be otherwise provided by these Bylaws, the Articles of Incorporation or other law.

ARTICLE VI

Directors

Section 1. Number. The property, affairs, activities, and concerns of the Corporation shall be vested in a Board of Directors. The Board of Directors shall consist of all of the Sponsor Members.

Section 2. Duties of Directors. The Board of Directors may: (1) hold meetings at such times and places as it deems proper; (2) admit Members and suspend or expel them by ballot; (3) appoint committees on particular subjects from the Members of the Board, or from other Members of the Corporation; (4) audit bills and disburse the funds of the Corporation; (5) print and circulate documents and publish articles; (6) carry on correspondence and communicate with other associations in the roofing industry; (7) employ agents; and (8) devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the Corporation and to best protect the interests and welfare of the Members.

Section 3. Meetings of Board. Regular meetings of the Board of Directors may be held concurrently with the annual meeting of the Members and such other times as the Board of Directors determines. Notice of the meeting, signed by the Secretary, shall be mailed to the last recorded address of

each Director at least ten (10) days before the time appointed for the meeting. The Chairperson may, when he or she deems necessary or the Secretary shall, at the request in writing of five (5) Members of the Board, issue a call for a special meeting of the Board, and only five (5) days' notice shall be required for such special meetings.

Section 4. Quorum. Fifty-one percent (51%) of the Board of Directors shall constitute a quorum for the transaction of business. Any number lesser than a quorum may adjourn the meeting to a later day, not more than ten (10) days later.

Section 5. Absence. Should any member of the Board of Directors be absent unreasonably from three (3) consecutive meetings of the Board without sending a communication to the Chairperson or Secretary stating its reason for doing so, and if its excuse should not be accepted by the Members of the Board, its seat on the Board may be eliminated and the Sponsor Member removed from membership subject to the provisions of Article II.

Section 6. Informal Actions. Any action by the Directors may be taken without a meeting if a consent in writing setting forth the action taken is signed by all Directors and filed with the minutes of the Corporation.

Section 7. Compensation. Members of the Board of Directors shall receive no compensation for their services.

Section 8. Telephone Conference. Members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

ARTICLE VII

Officers

Section 1. Number. The officers of this Corporation shall be a Chairperson, a Vice Chairperson, a Secretary and a Treasurer.

Section 2. Method of Election. The Board of Directors shall elect all officers for a term of two (2) years and all officers shall be selected from the Sponsor Members. A majority of a quorum present shall be necessary to constitute an election.

Section 3. Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows:

Chairperson

The Chairperson shall preside at the meetings of the Corporation and of the Board of Directors and of the Executive Committee, and shall be a Member *ex officio*, with right to vote, of all committees except the Nominating Committee. He or she shall also, at the annual meeting of the Corporation and such other times as he or she deems proper, communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may in his or her opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the office of the Chairperson.

Vice Chairperson

In case of the death or absence of the Chairperson, or of his inability from any cause to act, the Vice Chairperson shall perform the duties of his or her office. It is anticipated a Vice Chairperson will be appointed who will use the tenure of the office to be trained for the next Chairpersonship, if, in the opinion of the next Nominating Committee, the Vice Chairperson becomes nominated for the office of Chairperson.

Secretary

It shall be the duty of the Secretary to give notice of and attend all meetings of the Corporation and its several divisions and all committees and keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the Members of the Corporation; to collect the fees, annual dues, and subscriptions and pay them over to the Treasurer; to notify the officers and Members of the Corporation of their election; to notify Members of their appointment on committees; to furnish the Chairman of each committee with a copy of the vote under which the committee is appointed, and at his request give notice of the meetings of the committee; to prepare, under the direction of the Board of Directors, an annual report of the transactions and condition of the Corporation, and generally to devote his or her best efforts to forwarding the business and advancing the interests of the Corporation. In case of absence or disability of the Secretary, the Executive Committee may appoint a Secretary pro tem. The Secretary shall be the keeper of the Corporation's seal.

Treasurer

The Treasurer shall keep an account of all moneys received and expended for the use of the Corporation, and shall make disbursements only upon vouchers approved in writing by any member of the Executive Committee. He or she shall deposit all sums received in a bank, or banks, or trust company approved by the Executive Committee, and make a report at the annual meeting or when called upon by the Chairperson. Funds may be drawn only upon the signature of the Treasurer.

The funds, books, and vouchers in his or her hands shall at all times be under the supervision of the Executive Committee and subject to its inspection and control. The Treasurer's accounts shall be audited periodically at the direction of the Board of Directors, by an accountant and report thereon to the Board of Directors. At the expiration of his or her term of office, he or she shall deliver over to his successor all books, moneys, and other property, or, in the absence of a Treasurer-elect, to the Chairperson. In case of the absence or disability of the Treasurer, the Executive Committee may appoint a Treasurer pro tem.

The office of Secretary and Treasurer may be held by the same person.

Section 4. Bond of Treasurer. The Treasurer shall, if required by the Board of Directors, give to the Corporation such security for the faithful discharge of his duties as the Board may direct.

Section 5. Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting specially called for that purpose.

Section 6. Compensation of Officers. The officers shall receive such salary or compensation as the Board of Directors determines.

ARTICLE VIII

Committees

Section 1. Executive Committee. There shall be elected annually by the Board of Directors one Member thereof who, with the officers, shall constitute an Executive Committee. The Executive Committee shall appoint such employees as may be necessary to conduct the business of the Corporation; they may act on behalf of the Corporation in any matter when the Board of Directors is not in session, reporting to the Board of Directors for its ratification of their action at each regular or special meeting called for the purpose. Three (3) Members shall constitute a quorum for the transaction of business. Meetings may be called by the Chairperson or by three (3) Members. The Treasurer's accounts shall be audited periodically at the direction of the Board of Directors, by an accountant, and report thereon to the Board of Directors. All documents published and included in the RICOWI minutes shall be approved by a majority vote of the Board of Directors prior to dissemination; provided, however, that technical reports and white papers shall be approved by a two-thirds (2/3) majority of the Board of Directors prior to dissemination.

Section 2. Committee on Nominations. During the month of December in each year, the Board of Directors shall appoint a Nominating Committee of three (3) Members, all of whom shall be a member of the Board and one of whom shall be the immediate past Chairman of the Corporation, whose duty it shall be to nominate candidates for officers to be elected at the next annual election. They shall notify the Secretary in writing, at least sixty (60) days, but not more than ninety (90) days, before the date of the annual meeting, of the names of such candidates, and the Secretary, except as herein otherwise provided, shall mail a copy thereof to the last recorded address of each Member simultaneously with the notice of the meeting.

Section 3. Independent Nominations. Nominations for officers may also be made, endorsed with the names of not less than three (3) Members of the Board of Directors at the annual meeting.

Section 4. Other Committees. The Board of Directors may form such other committee as it deems advisable and the Chairperson shall, subject to the approval of the Board of Directors, appoint the members of such committees.

Section 5. Special Committees. The Chairperson may, at any time, appoint other committees on any subject for which there are no standing committees.

Section 6. Committee Quorum. A majority of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.

Section 7. Committee Vacancies. The various committees shall have the power to fill vacancies in their membership.

ARTICLE IX

Executive Staff and Counsel

Section 1. Appointment of Staff. The Board of Directors may engage the services of a manager or management firm including a staff head who shall have the title of Executive Director and whose terms and conditions of engagement shall be specified by the Board.

Section 2. Authority and Responsibility of Staff. The Executive Director shall be the chief executive of the organization responsible for all management functions. He or she shall manage and direct all activities of the organization as prescribed by the Board of Directors and shall be responsible to the Board.

Section 3. Legal Counsel. The Board of Directors may engage the services of qualified legal counsel who may attend the Annual Meeting of the Members and the Board of Directors' meetings as the Board of Directors and counsel deem appropriate for the protection of the Corporation and its Members.

ARTICLE X

Property, Rights and Privileges

The organization may acquire by purchase or gift any real and personal property for the organization's own use. No gift shall be accepted, except only upon three-fourths (3/4) vote of the Board of Directors; nor shall any gift be accepted which imposes conditions or financial, political or other burdens upon the organization contrary to its objectives and purposes and contrary to its best interests. Upon expulsion of a Member, all rights of the Member in the organization or in its property shall cease.

ARTICLE XI

Indemnification

Any person made a party to or threatened with any civil, criminal or administrative action, suit or proceeding by reason of the fact that he or she was a Director, officer or staff member of the Corporation shall be indemnified by the Corporation against the reasonable expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, or in connection with any appeal therein, except as to matters as to which such Director, officer or staff member is guilty of negligence or misconduct in the performance of his or her duties. Such indemnification shall not be deemed exclusive of any other rights to indemnification which such Director, officer or staff member may be entitled apart from this Bylaw. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, officer or staff member of the Corporation against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability. Notwithstanding anything to the contrary, no current or former officer, Director or staff member of the Corporation shall be entitled to indemnification in excess of that permitted by Treas. Reg. §53.4941(d)-2(f).

ARTICLE XII

Contracts, Checks, Deposits and Gifts

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE XIII

Amendments

These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any duly organized meeting of the Corporation. The proposed change shall be mailed to the last recorded address of each Member at least ten (10) days before the time of the meeting which is to consider the change.

Bylaw Revisions:

02-09-91; 03-16-92; 10-16-92; 10-29-94;
03-25-95; 10-27-95; 04-13-96; 03-22-97;
04-04-98; 10-23-99