

# **Professional Door Association of New England By-Laws 5/17/19**

## **Article I**

The name of the corporation shall be the Professional Door Association of New England. For purposes of these By-Laws, the corporation will also be identified as “the Association” or the Corporation.” The corporation can also be known officially by the acronym of PDA of N.E.

## **Article II Principle Office**

The principle office for the transaction of business of the corporation is located in Rockingham, County, New Hampshire. The Board of Directors may change the location.

## **Article III Membership**

### Section 1. Qualifications for membership

There shall be two classes of membership of the corporation:

**Regular Membership:**        \$150.00 Annually, or \$225.00 Bi-Annually.

Persons who are licensed, partnerships, or corporations that maintain a place of business and are engaged in the sales of residential or commercial overhead doors, gates, doors and gate operators, and other such products as is customary to the overhead door, gate and access systems dealer industries.

**Associate Membership**        \$425.00 Bi-Annually

Persons, partnership, corporations or associations which are engaged in the manufacture of doors, gates, door and gate operators, remote control devices for automatic doors and gates; or which supply services or products to the door systems industries, but are not directly related to industry.

### Section 2. Annual & Bi-Annual Dues.

Annual & Bi-Annual dues for regular and Associate Members shall be fixed by the board of directors. No member shall be subject to, or liable for, the payment of any assessment or levy other than for the payment of regular dues as so provided. Dues shall be paid annually, beginning at such time as membership is established and continuing thereafter each year as long as membership is maintained.

### Section 3. Termination of Membership

The membership of any member shall terminate upon the occurrence of any of the following events.

- (1) The resignation of the member
- (2) Failure to meet the membership qualifications set forth in article III, section 1.
- (3) The determination by the Board of Directors or any committee designated to make such determination that the member has failed in a material and substantial degree to observe the code of ethics of the corporation, as set forth in article X, or has engaged in conduct materially and seriously prejudicial to the interests of the PDA of N.E.
- (4) Nonpayment of membership dues for a period of three (3) consecutive months after dues or any installments thereof are due and payable. Said member shall be notified in writing by the association of such arrearage by the presentation of a bill or invoice or otherwise and, one (1) month thereafter, if such dues have continued to be unpaid, the Board of Directors may, at its discretion, strike said member's name from the membership rolls of the corporation and said member shall be restored to membership only by tendering payment of all delinquent and current membership dues.

### Section 4. Good Standing

Any member who shall be in arrears in the payment of dues shall not be in good standing and shall not be entitled to vote as a member.

## **Article IV Meetings of Members**

### Section 1. Meeting of Members

All meetings, including membership meetings, board of directors' meetings and all committee meetings, shall be open to regular and Associate Members, and all members shall be entitled to be heard and to participate in discussions on an equal basis.

### Section 2. Annual Meetings

There shall be (1) annual meeting of the membership per year as called for or established by the Board of Directors

### Section 3. Special Meetings

A special meeting of the members may be called at any time by the Board of Directors or the President.

#### Section 4. Notice of Member Meetings

All notice of meetings of members shall be sent or otherwise given not less than thirty (30) days before the date of the meeting. Notice shall specify the place, date and hour of the meeting, and, in the case of a special meeting, the specific nature of the business to be transacted.

#### Section 5. Quorum

The presence in person of the members entitled to cast a vote shall constitute of quorum for the transaction of business.

#### Section 6. Voting

##### (1) Eligibility to Vote.

Persons entitled to vote at any meeting of members shall be Regular & Associate Members in good standing in accordance with Article III. Each Regular Member shall have one (1) vote.

##### (2) Manner of casting votes.

Voting may be by voice or casting ballot.

##### (3) Proxy Voting

Members shall have the right to proxy their votes.

##### (4) Majority Requirement

If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any matter shall be the act of the members, unless the vote of a greater number is required by PDA of N.E.

### **Article V Directors**

#### Section 1. Election and Number of Directors

The Board of Directors shall consist of no fewer than six (6) and no more than eighteen (18) Regular and Associate Members. Regular or Associate Members may not represent more than 60 percent respectively of the Board of Directors at any given time.

The election of the Board of Directors shall take place at the annual meeting. Proxy voting must be received by the Association office within five (5) business days of the annual meeting.

Election may take place by proxy and by eligible member in attendance at the annual meeting. Those eligible nominees receiving the most votes shall fill any vacant seats upon election. In the event of a tie, in which a final vacant seat is in question, a vote of those present for the meeting will take place, within a majority vote determining the winner.

## Section 2. Nominations

(1) Any member may place his or her name on the ballot for election to the Board of Directors, either in writing or in person at a duly called meeting of the Board of Directors. Any member of the Board of Directors may place the name of any member on the ballot for election to the Board of Directors.

(2) Nominations must be made 45 days in advance of the annual Meeting.

## Section 3. Officers

The Association shall have a President, Vice President, a Secretary and a Treasurer. The Secretary and Treasurer may be the same person. Officers shall be members of the Board of Directors at the time of their election.

Officers shall be elected by the Board of Directors at the Annual Meeting.

## Section 4. Terms of Office

(1) Board of Director Terms shall be two years. Members of the Board of Directors may succeed themselves in office.

(2) Officers' terms shall be one year. Officers may succeed themselves in office.

## Section 5. Power of Directors.

(1) General Corporate Powers.

Subject to the provisions of PDA of N.E. law, any limitations in the articles of incorporation and these By-Laws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

(2) Specific Powers

Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

(A) Select and remove all officers, agents, and employees of the corporation and prescribe any powers and duties for them that are consistent with law, with the articles of incorporation and with these By-Laws.

(B) Designate any place within or outside of the state of New Hampshire for the holding of any members' meeting or meetings, including annual meetings.

(C) Adopt, make and use a corporate seal; prescribe the forms of membership certificates, and alter the form of the seal and certificate.

## Section 6. Vacancies

### (1) Events causing vacancy

A vacancy or vacancies in the Board of Directors shall be deemed to exist in the occurrence of one of the following: (I) death, resignation or removal of any Director, (II) the declaration by resolution of the Board of Directors of a vacancy of the office of a Director who has been declared of unsound mind by any order of court or convicted of a felony.

### (2) Resignations

Except as provided in this section, any Directors may resign, which resignation shall be effective upon giving written notice to both the President and Secretary, or to the Board of Directors, unless the notice specifies a later time for the resignation to become effective.

In case of vacancies or resignations, a Director may be appointed by the board of Directors at any subsequent meeting to complete the vacated term.

## Section 7. Annual meetings of the Board of Directors.

The Annual Meeting of the Board of Directors shall be conducted at the same location and date as the Annual Meeting.

## Section 8. Special Meetings of the Board of Directors.

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, or if he or she is absent or unable or refuses to act, by a majority of the Board of Directors. Such meeting may be held in either the principle office or at any place designated from time to time by resolution of the Board of Directors or by written consent of all the Directors.

Notice of the time and place shall be sent to each Director by regular mail, fax or electronic communication within 10 business days of the meeting.

The transaction of any meetings of the Board of Directors however called and noticed or wherever held, shall be as valid as though a meeting duly held after regular call and notice, if a quorum is present.

#### Section 9. Attendance at Board Meetings

If a Director fails to attend (2) consecutive meetings of the Board of Directors during his or her term of office without a reason acceptable to the Board of Directors, the Director's office shall be considered vacant.

Section 10. A quorum shall consist of 50 percent and (1) of the Board of Directors. Every act or decision done or made by a majority of the Directors present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board of Directors, unless a greater number be required by law or the article of incorporation or these by-laws.

### **Article VI Officers**

#### Section 1. Responsibility

All officers are subordinate and responsible to the Board of Directors.

#### Section 2. Number and Selection

The President, vice President, Secretary and Treasurer of the corporation shall be chosen annually by the Board of Directors.

#### Section 3. Removal of Officers

Any office may be removed with just cause, as determined by the Board of Directors, at any meeting of the Board of Directors by affirmative vote of two-thirds of all the Directors.

#### Section 4. Vacancies in Office

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled on the manner prescribed in these by-laws.

#### Section 5. Duties of Officers

##### (1) Duties of the President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have supervision, direction and control of the business and affairs of the corporation. He shall preside at all meetings of the Board of Directors and the members. He shall be an ex-officio member of all standing committees and shall have the general duties and management usually vested in the office of the President of the corporation, and he shall have such other powers and duties as be prescribed by the board of Directors or by the by-laws. The immediate past President shall be an ex-officio adviser to the Board of Directors.

#### (2) Duties of the Vice President

In the absence or disability, refusal to act, of the President, the Vice President shall perform all the duties of the President, and when so acting he shall have the power of a restrictions to, the President.

#### (3) Duties of the Secretary

The Secretary shall keep or cause to be kept at the principle office of the corporation, or such other place as the Board of Directors may order, a book of minutes of all meetings of Directors and members. The secretary shall also keep or cause to be kept at the principle office of the corporation a membership book containing the names and addresses of each member. The Secretary shall perform such other and further duties as may be prescribed from time to time by the Board of Directors or the by-laws.

#### (4) Duties of the Treasurer

The Treasurer shall keep and maintain or cause to be maintained adequate and correct accounts of the properties and the business transitions of the corporation. The books of account shall be at all times open to inspection by any Director or by any member of the corporation. The Treasurer shall deposit all monies in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors and shall rendered to the President and the Directors, upon request, an account of all his transactions as Treasurer, and of financial condition of the corporation. The Treasurer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or the by-laws.

#### Section 6. Disbursement of Funds

No funds greater than \$500.00 shall be disbursed by the corporation unless the check, draft or other evidence of such distribution shall be executed on behalf of the corporation by the Treasurer and any other officer acting jointly, unless said disbursement has been specifically authorized and approved by the Board of Directors in a duly called Board of Directors meeting at which minutes are kept.

## **Article VII Committees**

The Board of Directors may from time to time designate committees to perform specific duties for the benefit of the corporation and its members. Committee members shall be appointed by the President. Membership on a committee is open to any member of the Association. Committees shall have no powers or authorities beyond those granted by the Board of Directors. Committee members shall be volunteers and may not be compensated for their activities.

### **(1) Standing Committees**

The Board of Directors may as its discretion designate certain committee to be standing committees. Standing Committees shall have at a minimum three members, one of which shall be a member of the Board of Directors who shall act as chairman of the Committee. Standing Committees shall exist in perpetuity until dissolved by the Board of Directors. Members of standing committees shall not have terms and may be removed at will by a majority vote at any duly called Board of Directors meeting.

### **(2) Ad Hoc Committees**

The Board of Directors or the President may from time to time designate Ad Hoc committees. Said committees shall be designated to perform a specific duty on behalf of the Association and shall be considered dissolved upon completion of those duties. Members of Ad Hoc Committees shall be appointed by the Board of Directors or the President, and shall have no powers or authorities beyond those granted by the Board of Directors.

## **Article VIII Annual Reports to Members**

No Later than 120 days after the close of the corporation's fiscal year, the Board of Directors shall cause an annual report to be made to the members. Such reports shall contain the following:

- (1) The assets and liabilities, including trust funds, of the corporation as of the end of the fiscal year;
- (2) The principle changes is assets and liabilities, including trust funds, during the fiscal year;
- (3) The revenue or receipts of the corporation, both unrestricted and restricted purposes, during the fiscal year.



The report herein required shall be accompanied by a certification of the Treasurer of the corporation that such statements were prepared without an audit from books and records of the corporation.

### **Article IX Code of Ethics**

Members of the PDA of N.E. shall observe the highest standards of integrity, frankness and responsibility in dealing with all public, adhering to the following principles:

- (1) all advertising statements shall be accurate and free of the capacity of mislead or deceive the consumer;
- (2) Accuracy shall be required of all sales personnel in describing products or services;
- (3) All contracts employed shall be unambiguous and fair to all parties concerned;
- (4) All contractual obligation shall be promptly fulfilled;
- (5) All work shall be performed in a quality manner.

### **Article XII Miscellaneous**

#### Section 1. Rules of Order

The rules of Roberts Rules or Order (Revised) shall govern all member meetings, Directors meetings and committee meetings except in instances of conflict between said rules of order and the articles of incorporation or by-laws of the corporation.

#### Section 2. Revenue and Distribution

In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be paid to the International Door Association.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am presently elected and acting Secretary of the PDA of N.E., a New Hampshire non-profit mutual benefit corporation, and the above by-laws , consisting of ten (10) pages, are the by-laws of the corporation as amended at the Board of Directors meeting on \_\_\_\_\_ in \_\_\_\_\_, New Hampshire

Secretary \_\_\_\_\_ Date \_\_\_\_\_