

# North American Fence Contractors Association

## Bylaws

8 November 2013

### Article I. Name

The name of NAFCA shall be the North American Fence Contractors NAFCA, Inc., a nonstock company incorporated in the State of Wisconsin, hereinafter referred to as NAFCA or the Association.

### Article II. Principal Place of Business

The principal place of business shall be NAFCA headquarters.

### Article III. Mission

Bringing together fence contractors and vendors for their mutual benefit and the integrity of the industry.

### Article IV. Organization

- A. NAFCA shall be divided into 10 regions throughout North America.
- B. Initially the bylaws of NAFCA shall be established by the Founding Members, who have contributed \$1,000 toward the creation of the Association by January 31, 2012.

### Article V. Membership

A. Annual membership shall extend for 12 months from the first of the month following acceptance into NAFCA membership. Voting privileges extend to all members in good standing who attend the NAFCA Annual Meeting.

B. Membership – Contractor. Any person or business may join NAFCA if the following criteria are met:

1. The proposed member must be sponsored by two persons or companies that are associated with the fence industry.
2. A copy of the contractor's business license(s) as required in the state(s) where the company does business shall be kept on file at NAFCA headquarters.
3. The contractor must maintain liability insurance as required by the state(s) in which it does business, and provide NAFCA with a copy of its insurance certificate that shall be kept on file at NAFCA headquarters.
4. All NAFCA dues and fees have been paid.
5. The contractor agrees to abide by the NAFCA Code of Ethics for Contractors.

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C. Membership - Vendor. Any vendor, manufacturer or distributor can join NAFCA if the following criteria are met:

1. The proposed member must be sponsored by two persons or companies associated with the fence industry.
2. The member must maintain liability insurance within North America where its products are sold.
3. All NAFCA dues and fees have been paid.
4. The member agrees to follow the "Country of Origin" policies of the countries where its products are sold.
5. The member agrees to abide by the NAFCA Code of Ethics for Vendors

D. Membership – Associate. Individuals may join as associate members with a non-voting status. Persons eligible for associate membership may include retirees from the fence business, those no longer engaged in the fence business, and past NAFCA members. Membership requirements regarding insurance and liability are not applicable.

### **Article VI. Board of Directors**

The Board of Directors shall exercise all governing authority over NAFCA.

- A. Directors shall be responsible for giving direction and assisting the established region which the Director represents.
- B. In the event that NAFCA employs a management service, authority shall nevertheless remain with the NAFCA Board of Directors.
- C. The Directors shall meet twice annually at a location to be determined by the Board of Directors. One of these meetings shall be considered the NAFCA Annual Meeting.
- D. The Board of Directors shall approve a yearly budget at the Annual Meeting.
- E. Any NAFCA member, Director, or Officer can be removed from office by the vote of two-thirds of the Board of Directors.

### **Article VII. Executive Committee**

- A. The Board of Directors shall nominate and elect an Executive Committee, consisting of President, Vice President, Past President, Treasurer and Secretary. All executive terms shall be for two years, with the exception of the Treasurer/Secretary position which shall be for two years.
- B. The Vice President shall assume the presidency in any event the President can no longer perform the required duties.
- C. The Executive Committee shall also act as members of the Board of Directors. If a Regional Director is elected to the Executive Committee, he or she shall resign as a Regional Director

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at the start of the Executive Committee term. The affected region shall hold an election to replace the vacant Board of Directors position.

- D. The Board of Directors shall consist of no more than a total of fourteen (14) members.
- E. The Executive Committee shall have the authority to act on behalf of the Board of Directors. All actions taken on behalf of the Board of Directors by the Executive Committee shall require approval of the Board of Directors.
- F. Travel expenses for Directors' attendance at Board of Directors meetings shall not be paid by NAFCA. Lodging and meals may be covered at the discretion of the Board of Directors. Travel expenses may be paid by the Regions.
- G. The President shall only vote in the event of a tie on the Executive Committee and Board of Directors.

### Article VIII. Finances and Dues

- A. All financial information, statements, budgets and audits shall be fully accessible to all NAFCA members.
- B. NAFCA membership dues shall be set at \$250.00 per year for Contractors and Vendors, \$50 per year for Associates.
- C. Dues shall be paid to the international headquarters of NAFCA.
- D. All NAFCA checks require two signatures. One signatory shall be the treasurer, the other shall be the president or designee, approved by the board, from a region other than that of the treasurer.

### Article IX. NAFCA Activities

- A. NAFCA shall hold at least one school per year.
- B. There shall be an international biennial trade show, governed by a four-member Show Board to be appointed by the Board of Directors, consisting of two contractors and two vendors. The Show Board shall determine the location of the show. Costs for NAFCA, the membership, and attendees shall always be considered in choosing the show location and venues.
- C. In the years in which the international biennial trade show is not being held, the Regions shall hold regional trade shows. Regions shall be responsible for all matters regarding regional shows. Regions are prohibited from holding regional trade shows or table top shows in the same year as the biannual national trade show. No regional or chapter show of any kind may be held within 120 days of an international biennial trade show.

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## Article X. Amendments

- A. These bylaws of NAFCA may be amended by the NAFCA Founding Members until December 31, 2011.
- B. As of January 1, 2012, the bylaws of the Association may only be changed by a vote of all members present at the annual meeting of the Board of Directors.

## Article XI. Robert's Rules of Order

Robert's Rules of Order shall govern any instance not covered by these bylaws.

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Adopted	18 March 2011
Revised	12 April 2011
	28 June 2011
	5 January 2012
	8 November 2012
	8 November 2013