



SPRI BYLAWS

ARTICLE I

NAME AND LOCATION OF CORPORATION

The name of this organization is SPRI, Inc. It is a not-for-profit Maryland corporation. Its principal office is at 465 Waverley Oaks Road, Suite 421, Waltham, Massachusetts, USA.

ARTICLE II

PURPOSES

The purposes of this organization are to promote the exchange of ideas for the development of the highest standards and operating efficiency within the flexible sheet membrane roof system industry; to develop methods for improving the conditions and advancing the best interests of the flexible sheet membrane roof system industry; to create lasting good will among the Members and those who specify, purchase and use flexible sheet membrane roof systems and for any other lawful purpose whatsoever.

ARTICLE III

MEMBERSHIP

Section 1. Qualification. Membership in this organization shall be limited to persons, partnerships and corporations engaged in the flexible sheet membrane roof industry within North America. Membership shall not include any of the above whose primary business is installation. Policies governing the granting of membership shall be determined by the Board of Directors (hereafter the “Board”). All petitioning applicants will be assessed on their alignment with the organization’s purposes as stated in Article II.

Section 2. Voting Membership. (a) **Regular** voting membership in this organization shall be limited to persons, partnerships and corporations that manufacture or market flexible sheet membrane roof systems, but not including independent manufacturers’ representatives or distributors; and (b) **Associate** voting membership in this organization shall be limited to persons, partnerships and corporations that manufacture and/or market raw materials, components, accessories, tools or equipment used in or for the flexible sheet membrane roof systems industry.

Section 3. Non-Voting Membership. Members of the following membership classes shall have no vote at any Annual or Special Meeting of the membership, nor shall they be eligible to be an Officer in the organization. However, such non-voting Members may serve on task forces or committees. Such non-voting Members may be elected as Associate Directors to the Board with the right to vote as a Director. (a) **Affiliate Membership.** Affiliate membership shall be limited to persons, partnerships and corporations whose primary business is professional roof consulting (such as RCI members with RRC certification), roofing industry architects (such as AIA members), those who specify (such as CSI members with CDT certification), independent testing professionals and other entities (such as those ISO 17025-accredited by IAS), and other professional and accredited consultants in and for the flexible sheet membrane roof systems industry. (b) **Honorary Membership.** Honorary membership, without voting rights, may be conferred upon any individual interested in the flexible sheet membrane roof systems industry whose past experience in, or service to, the industry, or other special qualification, justifies election at such time and under such terms as the Board shall determine.

Section 4. 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 principal office of the organization. Such applications shall include an agreement by the applicant to abide by the organization's current 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 Board members present and voting at any meeting of the Board.

Section 5. Removal. Members of any classification may be removed from membership by the Board, for cause, by two-thirds (2/3) vote. For any cause other than non-payment of dues, removal shall occur only after the Member identified for removal has been notified of such intent and been given reasonable opportunity for defense. Such Member, if removed, may appeal the decision of the Board to the Members attending the Annual Meeting of the organization providing that notice of intent to appeal is sent to an Officer or member of the Executive Committee at least ten (10) days prior to that Meeting.

Section 6. Reinstatement. A former Member may be reinstated by the Board by presenting proof of qualifications and paying current dues and all dues in arrears.

Section 7. Resignation. Any Member may resign by written notice of such to an Officer or member of the Executive Committee, but such action shall not relieve the Member so resigning of the obligation to pay any dues, or other charges theretofore assessed.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. Definition of Meeting. The organization's definition of a meeting is a scheduled event to provide a formal opportunity to exchange information in a physical or electronic form. A meeting shall have an agenda and minutes shall be taken, approved and disseminated. All meetings shall begin with a reading of the SPRI Antitrust Statement found in the SPRI Directory. Each attending Member shall agree to this Statement or otherwise must excuse himself/herself from the meeting.

Section 2. Annual Meeting. The organization shall hold an Annual Meeting at such time and place as determined by the Board.

Section 3. Special Meetings. Special Meetings are defined as single (or otherwise expressly designated) topic meetings that are time or subject critical in nature. Special Meetings of the organization may be called by the Board at the request of the President. Notice of such Special Meetings shall be given at least three (3) days prior thereto.

Section 4. Notice of Meetings. Written notice of the Annual Meeting of the organization shall be communicated to the last known physical or email address of each Member not less than ten (10) days nor more than thirty (30) days before the date of the meeting. Notice of any other meeting shall be given not less than three (3) days nor more than thirty (30) days before the date of the meeting.

Section 5. Voting. At all meetings of the organization, each voting Member shall have one (1) vote. That vote shall be cast by one (1) person only. That voting person must be listed in the current edition of the SPRI Directory or otherwise designated in writing, in advance of the meeting, by the voting Member (e.g. Member Company). Unless otherwise specifically provided by these Bylaws, or permitted by the organization's adopted parliamentary authority, a majority vote of those voting members present and voting shall govern.

Section 6. Quorum. At any Annual or Special Meeting of the Members, a quorum shall consist of a simple

majority of the voting Members.

Section 7. Rules of Order. The meetings and proceedings of this organization, including the meetings of the Board described hereafter, shall be governed according to the organization's adopted parliamentary authority, i.e. the current edition of *ROBERTS RULES OF ORDER NEWLY REVISED*, or except as may be otherwise provided by these Bylaws.

ARTICLE V BOARD OF DIRECTORS (the "Board")

Section 1. Authority and Responsibility. The governing body of this organization shall be the Board of Directors (hereafter the "Board"). The Board implements supervision, control and direction of the affairs of the organization, including its committees, task forces and publications; determines its policies or changes therein; and implements its purposes and supervises the disbursement of its funds. The Board may adopt rules and regulations for the conduct of its business as it deems beneficial, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

Section 2. Composition. The Board shall consist of one individual Director appointed by each of the Regular Members and a total of eight (8) Associate Directors chosen from the Associate and Affiliate Members. Regular Members have the authority to designate their SPRI representatives as Directors on the Board.

Section 3 Manner of Election and Term of Office. Each Regular Member shall appoint a person to serve as its Director on the Board for a minimum of one (1) year or until such time as a different representative is appointed by that Regular Member. In addition, eight (8) Associate Directors shall be elected by the voting Members at the organization's Annual Meeting after consideration of the recommendation of the Nominating Committee. Associate Directors shall serve staggered two (2) year terms. Officers shall be elected by the voting Members from among the Directors following recommendations by the Nominating Committee, and each Officer is elected then to serve a two (2) year term.

Section 4. Nominations. The Nominating Committee, acting in accordance with these Bylaws, shall present to the voting Members, at least sixty (60) days before the Annual Meeting , one (1) nomination for each Associate Director seat on the Board which is vacant or is about to expire and one (1) nomination for each elected Officer. Additional nominations may be made in writing to the Nominating Committee, provided that they are received at least thirty (30) days prior to the Annual Meeting, at which time the nominations will be closed. If for any reason it is desired to re-open the nominations at the Annual Meeting, it may be done by a majority vote of those in attendance.

Section 5. Quorum of the Board. At any meeting of the Board, a majority of Directors shall constitute a quorum. If a quorum is not met, the President or presiding officer must adjourn the meeting until such time as a quorum can be met, for example, in person or by conference call, provided that there has been adequate notice and that a quorum has been met.

Section 6. Meetings. The Annual Meeting of the Board will generally be conducted immediately following the adjournment of the Annual Meeting of Members. Alternatively, the Annual Meeting of the Board may be held soon after the Annual Meeting of the Members, as scheduling permits. Regular Meetings of the Board are generally scheduled on a quarterly basis. Special Meetings of the Board may be called by the President, or by any three (3) members of the Board.

Section 7. Notice of Meetings. Notice of each Annual Meeting of the Board shall be communicated in

writing not less than ten (10) days or more than thirty (30) days prior to the date of the meeting. Notice of Regular and Special Meetings of the Board shall be communicated in writing to the last known mail or email address of the Directors (Board members), at least five (5) days before the meeting, unless oral notice has been provided at least five (5) days before the meeting, with a written confirmation emailed to each Director notified orally, immediately thereafter. Each notice of a Special Meeting shall specify the purpose for which such meeting is being held. Meetings of the Board may also be held upon Waiver of Notice by all Directors.

Section 8. Place of Meeting. The Annual Meeting of the Board shall be held at the site of the Annual Meeting of the Members. Special Meetings shall be held at such time and place as the President designates.

Section 9. Vacancies and Removal. Vacancies in elected positions of the Board that occur between Annual Meetings may be filled by the Board. Vacancies in appointed positions may be filled by the President per Article VII, Section 1. A Director elected to fill a vacancy shall serve the unexpired term of the departing Director. The Board may, in its discretion, and by affirmative vote of two-thirds (2/3) of its members (Directors), remove any Director for cause.

Section 10. Executive Committee. The organization has a number of standing committees established to lead or otherwise organize events and to report to the Board on various topics important to the organization's membership. Additionally, the Officers of the organization constitute an Executive Committee which shall have full power and authority, to the extent permitted by law and these Bylaws, in the governance, management and control of the organization and its affairs during the intervals between meetings of the Board. In no event, however, shall the Executive Committee have authority to amend the Articles of Incorporation, amend or repeal the Bylaws, elect or remove Officers of the organization, change dues or assessments, adopt a plan of merger or a plan of consolidation or dissolution, or to sell, lease, exchange, mortgage, pledge or otherwise dispose of all or substantially all of the property or assets of the organization.

ARTICLE VI OFFICERS

Section 1. Elected Officers. The elected Officers of this organization shall be: President; President-Elect; Past-President; Vice President, if any; Secretary; and Treasurer. Officers are to be elected by the membership at the Annual Meeting of the Members and to serve until their successors have been duly elected and assume office. One person may be elected to hold the combined offices of Secretary and Treasurer. The President-Elect shall automatically succeed to the Presidency.

Section 2. Qualifications for Offices. Any Regular or Associate Member or appointee of them, being in good standing, shall be eligible for nomination and election to any elective office of this organization.

Section 3. Nominations and Election of Officers. The Nominating Committee shall prepare and submit at the Annual Meeting of the Members, a nomination for each of the elective offices of the organization except the office of President. The Nominating Committee shall consist of a minimum of five (5) members including: the Immediate Past President, who is preferred to serve as the chair; the President-Elect; and three (3) other individuals from diverse Members who are not represented on the current Board. These individuals shall be appointed by the President. No less than four (4) different Members (e.g. Member Companies) shall be represented on the Nominating Committee. The organization's Legal Counsel, Managing Director and the Technical Director may be invited as non-voting participants.

Section 4. Term of Office. Each elected Officer shall take office on the first day of the organization's fiscal year commencing March 1, or at the organization's Annual Meeting, whichever takes place first. Officers are expected to serve two (2)-year terms or until their successors are duly elected. Each elected Officer shall serve concurrently as a member of the Board.

Section 5. Re-election. No elected Officer, except the Secretary/Treasurer, having served one full term, shall be eligible for re-election to the same office, until at least one (1) year has elapsed.

Section 6. Vacancies. Vacancies in any elective office may be filled for the balance of the term thereof by the Board at any Regular or Special Meeting of the Board. The Board, in its discretion, and with a two-thirds (2/3) vote of all the Board members, may remove any Officer for cause.

ARTICLE VII DUTIES OF OFFICERS

Section 1. President. The President serves as Chairperson of the Board. The President also serves as a member, ex-officio, with a right to vote, on all committees except the Nominating Committee. The President is authorized to create and make appointments to committees or task forces with the approval of the Board. At the Annual Meeting and at other times that the President deems proper, the President is expected to communicate to the Members ideas that, in the President's opinion, would promote the welfare and usefulness of the organization. The President shall perform other duties incident to the office of President or as may be prescribed by the Board.

Section 2. President-Elect. The President-Elect is expected to succeed to the presidency. The President-Elect's duties shall be as delegated to the President-Elect by the Board. The President-Elect shall perform the duties of the President in the event of the President's inability to serve.

Section 3. Vice President. The Vice President, if any, shall be responsible for such duties as are individually assigned by the President with the approval of the Board, or directly by the Board. The Vice President shall perform the duties of the President in the event of the President-Elect's inability to serve.

Section 4. Secretary. The Secretary shall supervise the Manager or Managing Director of the organization in conducting the correspondence of the organization and in keeping its records. The Secretary shall perform duties that the President or Board direct and perform and other duties that pertain to that office.

Section 5. Treasurer. The Treasurer shall supervise the Manager or Managing Director in keeping the accounts, supervising the funds, collecting all dues and assessments and in making such payments as shall be authorized by the Board. The Treasurer shall perform duties that the President or Board direct and shall perform and other duties that pertain to that office.

ARTICLE VIII EXECUTIVE STAFF AND LEGAL COUNSEL

Section 1. Appointment of Staff. The Board may employ a Manager or Managing Director or retain a management firm including a Managing Director for SPRI. The terms and conditions of retention or employment shall be specified by the Board.

Section 2. Authority and Responsibility of Staff. The Manager or Managing Director is responsible for conducting the organization's administrative functions and shall be responsible to the Board. Additional

staff may be employed or retained, as directed or approved by the Board.

Section 3. Legal Counsel. The Board shall employ or retain qualified legal counsel expected to attend the Annual and Special Meetings of the Members and all meetings of the Board. Legal counsel is to attend other meetings and perform other activities that the Board deems appropriate for the protection of the organization and its Members.

ARTICLE IX DUES, FEES, ASSESSMENTS AND FINANCES

Section 1. Annual Dues. The Board shall establish the annual dues of Members by vote of three-fourths (3/4) of all Board members (Directors). The Directors may, by three-fourths (3/4) vote, establish classifications of Members for dues purposes and establish different dues for special classes. The Board may make special arrangements for payment of dues by new Members, or by other Members, for limited periods of time as, in its sole discretion, seem justified.

Section 2. Assessments. The Board may levy special assessments on the same proportionate basis as annual dues by vote of three-fourths (3/4) of all Directors, payable as specified by the Directors.

ARTICLE X PROPERTY, RIGHTS AND PRIVILEGES

The organization may be offered, by gift, property or services for the organization's own use. No offered gift shall be accepted, except only upon three-fourths (3/4) vote of the Board; nor shall any offered 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 such person is or was a Director or Officer of the organization may be indemnified by the organization against the reasonable expenses, including attorney's fees, actually and reasonably incurred by that person in connection with such action, suit or proceeding, or in connection with any appeal therein, except as to matters as to which such Director or Officer is guilty of negligence or misconduct in the performance of that person's duties. Such indemnification shall not be deemed exclusive of any other rights to indemnification which such Director or Officer may be entitled apart from these Bylaws. The organization may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the organization against any liability asserted against that person and incurred by that person in such capacity, or arising out of that person's status as such, whether or not the organization would have the power to indemnify that person against such liability.

ARTICLE XII

AMENDMENTS

These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the voting Members present at any Annual Meeting of the Members, notice of such proposed changes having been sent in writing electronically or by postal or delivery service to the Members not less than ten (10) days before such meeting, or by a two-thirds (2/3) vote of the voting Members conducted by a proper mail ballot containing such proposed changes, allowing not less than ten (10) days to vote and reply.

ARTICLE XIII DISSOLUTION

Upon dissolution, provision shall be made for payment of all bills and obligations, current or future and a plan adopted for distribution of any excess funds. All funds remaining after payment of bills and obligations, shall be dedicated exclusively to purposes enumerated in section 501(c)(6) of the Internal Revenue Code of 1954, as amended. The Board shall endeavor to distribute remaining funds to organizations which are exempt from federal income taxation under Section 501(c)(6) and which are engaged in activities related to the field of flexible sheet membrane roofing manufacturing, or to such other organization or organizations organized and operating exclusively for charitable, religious, educational or scientific purposes as shall at that time qualify as an exempt organization under Section 501(c)(6). Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the organization [SPRI, Inc.] is then located exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Adopted: March 1982

Revised: Various dates thereafter including April 2012; and most recently January 2015