

North American Fence Contractors Association
Bylaws
February 24, 2021

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 8 regions throughout North America.
 - a. East Canada
 - b. West Canada
 - c. Northeast US
 - d. Southeast US
 - e. Central US North
 - f. Central US South
 - g. Northwest US
 - h. Southwest US

- 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:
 - a. All NAFCA dues and fees have been paid.
 - b. The contractor agrees to abide by the NAFCA Code of Ethics for Contractors.
- C. Membership - Vendor. Any vendor, manufacturer or distributor can join NAFCA if the following criteria are met:
 - a. All NAFCA dues and fees have been paid.
 - b. 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.

Article VI. Board of Directors

- A. The Board of Directors shall exercise all governing authority over NAFCA.
- B. Directors shall be responsible for giving direction and assisting the established region which the Director represents. 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. Election of Directors and Officers shall be held at the 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.
- F. The Board of Directors shall consist of no more than a total of nine (9) members.

- G. Directors term limit shall be three (3) years and serve no more than two (2) consecutive terms, with three (3) directors elected each year.
- H. No more than one (1) Director per member company shall serve on the Board.
- I. If possible, no geographic region should have more than two (2) Directors serving on the Board per term. In the event that not all seats on the Board are filled, a geographic region may elect a third director from that region.
- J. NAFCA Membership will vote on the Board of Directors at the fall annual meeting. Terms begin on January 1 of the following year and end on December 31 three (3) years later.
- K. If a Director is appointed by the board, that term does not count toward the two (2) consecutive term limit.

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 (2) years, with the exception of the Treasurer position which shall be for three (3) years.
- B. The Vice President shall assume the presidency in any event the President can no longer perform the required duties.
- C. Quorum requires 51% of Directors present.
- D. 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.
- E. The President shall only vote in the event of a tie on the 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

NAFCA shall hold at least one school per year.

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.

Adopted: March 18, 2011
Revised: April 12, 2011
June 28, 2011
January 5, 2012
November 8, 2012
November 8, 2013
February 24, 2021