



Bylaws of PRO New England

ARTICLE I

Name and Office

- I. Name: The name of this not-for-profit corporation shall be the Professional Remodeling Organization New England (the “Association” or “PRO New England”).
- II. Office: The principal office address of PRO New England shall be 831 Beacon Street, #186, Newton Centre, MA 02459, or as such a place as the Board of Directors may designate.

ARTICLE II

Mission, Vision, Core Values, Focus & Code of Ethics

- I. Mission Statement
 - A. Built by remodelers, for remodelers, PRO is dedicated to supporting driven, growth-minded remodelers through education, community, and innovation.
- II. Vision Statement
 - A. We envision a thriving remodeling industry where professionals are empowered to reach their full potential, equipped with the knowledge, skills, and community support to build a brighter future.
- III. Core Values
 - A. Integrity - Do the right thing
 - B. Professionalism - Respect for people, pride in craft
 - C. Education - Always learning
 - D. Community - Build together
- IV. Focus
 - A. Mentorship
 - B. Workforce Development & Youth Engagement
 - C. Member-Centric Programming
- V. Code of Ethics
 - A. Members of the Association shall agree to comply with a Code of Ethics, the text of which shall be: “Each member of PRO New England pledges to observe high standards of honesty, integrity, and responsibility in the conduct of business.”



Bylaws of PRO New England

ARTICLE III

Membership

- I. Membership shall be open to the following types of firms located in the territorial jurisdiction of the Association:
 - A. Licensed contractors and subcontractors engaged in the remodeling/home improvement industry
 - B. Manufacturers and Material suppliers
 - C. Lenders (financial institutions)
 - D. Publications (trade and consumer media)
 - E. Public Utilities
 - F. Wholesalers and Distributors
 - G. Better Business Bureaus, Chambers of Commerce, and similar organizations.
 - H. Professional Services Firms: Such other individuals actively involved in, or who have a legitimate interest in, the remodeling industry.
- II. Honorary Membership may be extended to those whom the Board of Directors may select and approve.
- III. To be eligible for membership in the Association, an applicant must submit satisfactory local consumer and trade references, specifically regarding work completion, contact performance, and sound business practices. In addition, the applicant must:
 - A. have been in business for at least one year;
 - B. have established a reputation in the community as a reliable company with whom to do business;
 - C. provide proof of appropriate licenses and insurance;
 - D. submit, along with dues, a signed application form stating that the applicant agrees to support the By-laws and the Code of Ethics of PRO New England.



Bylaws of PRO New England

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- IV. Any member firm that has been sold to another party, or has made any change in the corporate structure, partnership, operation, or ownership through a change in personnel, will be placed on a probationary status subject to review of its continued membership. Members are obligated to notify the Association of any changes in corporate structure, partnership, or ownership. A membership application must be resubmitted at that time.
 - V. Any member may be terminated for nonpayment of dues. A member may be suspended or terminated for cause, other than nonpayment of dues, by a two-thirds affirmative vote of a quorum of the Board of Directors. Sufficient cause shall be a violation of the By-laws, Code of Ethics, or any lawful rule or practice duly adopted by the Board of Directors, or any other conduct prejudicial to the interests of the Association. For any cause, other than nonpayment of dues, a vote for removal of a member shall only occur after the member has been advised of a grievance filing and has been given a reasonable opportunity for defense in accordance with the Association Grievance Procedure.
 - VI. Aside from special provisions for Honorary, Student, and Retired Members, there shall be no differentiation between any types of member firms regarding requirements and benefits.
 - VII. No federal, state, county, city, municipality, or other governmental agency may be considered for any other form of membership other than Honorary; and may not hold any elected position within the local Association.

ARTICLE IV

Dues

- I. The amount and terms of Association dues shall be determined annually by the Association's Board of Directors and shall be due upon receipt of PRO New England billing.
- II. Any member whose Association dues are unpaid for three months shall be considered not in good standing and shall not be entitled to vote, hold office, or enjoy Association membership privileges, provided such member shall have been duly notified. The Executive Director or designee will notify members via their membership renewal invoices.

Article V

Finances

- I. The fiscal year of this Association shall be the calendar year.



Bylaws of PRO New England

- II. All Association funds shall be deposited on a regular basis to the credit of the Association at such banks or other repositories as approved by the Board of Directors.
- III. An annual budget shall be adopted outlining operating expenses, not in excess of projected income. This budget shall be created by December 1 of the prior year.
- IV. The Board of Directors may designate officers or agents of the Association to enter into contracts or execute and deliver instruments in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. All contracts binding the Association to monetary commitments having a value of \$500 or more must be approved by an officer and signed by an officer or the Executive Director.

ARTICLE VI

Nominations and Elections

- I. There shall be a nominating committee, led by the Chair of the Board. The Committee will include the President, Vice President, Secretary, and Treasurer.
- II. By September 1, the Chair will ask directors with expiring two-year terms to confirm their interest in being nominated to serve an additional two-year term. If current Board members decline to seek another term, the Chair will invite active members of the Association to recommend prospective directors and officers by posting info on open spots to the PRO New England website and any other communication channels selected by the Nominating Committee.
- III. By September 15, recommendations for prospective officers and directors must be submitted in writing (e.g. by email) to the Chair.
- IV. By October 1 of each year, the nominating committee shall name one or more qualified nominees for each office and for each Director whose term is expiring. It shall ensure that each nominee has been contacted and has agreed to serve if elected. The nominees' names shall be shared with all Directors.
- V. At least ten (10) days before the November Meeting of the Association, the Executive Director shall distribute to all Association members, in either hard copy or electronically, the list of nominees prepared by the Nominating Committee.
- VI. Officers and Directors shall be elected annually at the December Association meeting. Election shall be by a majority vote of the members in good standing who are present.
- VII. The installation of Officers and the Board of Directors shall take place at the Association meeting in January.



Bylaws of PRO New England

ARTICLE VII

Directors

- I. **Board Membership.** The governing body of the Association shall consist of a President, Vice President, Secretary, Treasurer, the Chair (Immediate Past President during his successor's term(s) of office, and at least three (3) at-large members and Ex-Officio members elected by the membership. The Immediate Past President shall be Chair of the Board. A simple majority of the Board shall be filled by a member of a firm primarily engaged in residential or light commercial remodeling.
- II. **Term of Service.** An election shall be held at the Association's November meeting to elect officers and members of the Board of Directors whose terms have expired. At-large Board members serve staggered two-year terms. Terms of office for officers and at-large members begin on January 1 and expire on December 31. Persons filling an unexpired Board term for one year or less are eligible for election to the Board in their own right.
- III. **Succession.** In the event of death, resignation, removal, or expulsion of any Director, the Board of Directors shall elect a successor who shall take office immediately and serve for the balance of the unexpired term or until the next annual election.
- IV. **Removal.** Any Officer or Director may be removed at a duly constituted membership meeting by a two-thirds (2/3) vote of the Board of Directors. Removal shall be solely for cause as established in Article III, Section G, or for absence from three (3) Board meetings within one (1) year. The removal process shall follow the due process procedures established under Article III, Section G.
- V. **Meetings.** There shall be meetings of the Board of Directors at least every other month at such times and places as it may determine. It shall meet at the call of the President or upon the call of any three members of the Board of Directors. Notice of each meeting of the Board shall be given to each Director personally or by email at least ten (10) days in advance.
- VI. **Quorum.** A majority of the Board of Directors shall constitute a quorum for all meetings of the Board.
- VII. **Authority of the Board.** All corporate powers not inconsistent with law, with the Association's Articles of Incorporation, or with these By-laws may be exercised by the Board of Directors in managing the Association's affairs.
- VIII. **Ex-Officio Members.** With the Board's approval, the President may appoint no more than three (3) ex-officio Directors to serve in an advisory capacity. These positions are non-voting. Ex-officio terms expire on December 31 of each year. In addition, the Executive Director shall attend all Board Meetings and shall be an ex-officio member of the Association Board of Directors.



Bylaws of PRO New England

ARTICLE VIII

Officers

- I. The Officers of the Association shall be a President, Vice-President, Secretary, Treasurer, and Chair of the Board.
- II. Officers serve 1-year terms.
- III. The Chair, President, and Vice President may serve two successive 1-year terms in that same office.
- IV. The Treasurer and Secretary may serve up to four successive 1-year terms in that same office.
- V. The Ascension Plan for the Association's Officers at the end of the term in office is as follows:
 - A. **Chair of the Board:** filled by the immediate Past President.
 - B. **President:** filled by the previous year's Vice President.
- VI. Succession. In the event of the death, resignation, removal, or expulsion of an Officer, the Executive Committee will pursue a succession Plan for the Association's Officers as follows, or an alternative plan approved by the majority of the Board:
 - A. **Board Chair:** The Board of Directors shall elect a successor Past President who shall take office immediately and serve for the balance of the unexpired term or until the next annual election.
 - B. **President:** Filled by the current Vice President.
 - C. **Vice President:** Filled by the current Secretary or Treasurer.
 - D. **Secretary or Treasurer:** The Board of Directors shall elect a successor who shall take office immediately and serve for the balance of the unexpired term or until the next annual election. The elected successor will not ascend to the Vice-President's office at the end of the term.
 - E. If the current Vice-President or the current Secretary or Treasurer must ascend to the next higher office due to a vacancy under this paragraph, the Board of Directors may elect a successor to serve for the balance of the unexpired term or until the next annual election.



Bylaws of PRO New England

- VII. The President shall preside at all meetings of the Association. The President shall appoint all committee chairs with the approval of the Board of Directors and shall be an ex-officio member of all committees except the nominating committee. The President shall perform such other duties as shall be prescribed by the Board of Directors. They shall designate the time and place of regular membership meetings. This duty may be delegated to the Executive Director under the oversight of the President.
- VIII. The Vice-President will exercise the powers and perform the duties of the President in the absence or disability until the next election is held. The President should assign the Vice President(s) to oversee significant standing committees or projects where their particular skills and interests will advance the organization
- IX. The Secretary shall ensure that records are kept of all meetings of the Association and the Board of Directors, that notice is given of all such meetings, that the membership roll is kept up to date, and that other duties customarily performed by the Secretary of an association are carried out. The Secretary shall preside at Association elections and shall act as parliamentarian.
- X. The Treasurer shall see to the receipt and deposit of all local association funds in the name of the local Association, in a bank or trust company selected and approved by the Board of Directors. They shall see to the issuance of receipts and make authorized disbursements by check after proper approval by the President or Board of Directors, make regular financial reports to the Board of Directors, and if requested, render an annual financial statement to the local membership, and perform all other duties incident to the office of treasurer. In such a case, the Treasurer shall oversee those operations. They shall oversee the security of records, including but not limited to by-laws, amendments, records of pertinent acts by the Board and/or membership, membership rolls, and financial records. With the approval of the Board of Directors, all or part of these duties may be delegated to an Executive Director or other administrative staff as the Board may employ.
- XI. The Chair of the Board of the Board shall preside at all meetings of the Board of Directors and act as chair of the Executive Committee.
- XII. No elected officer of the Association shall be entitled to any salary or other compensation; however, the Board of Directors may reimburse elected officers or their alternates for expenses incurred in connection with the performance of their duties.

ARTICLE IX



Bylaws of PRO New England

Administrative Officers

The following administrative officers may be employed by the Board of Directors at such rate of compensation, if any, as they deem fair and proper:

- I. An Executive Director who shall serve as the chief administrative head of the Association. The Executive Director shall employ adequate staff to carry on the business of the Association as instructed by the Board of Directors. The Executive Director shall act as an Assistant Treasurer of the Association and shall be responsible to the Association for the accounting of all moneys collected and disbursed by the Association and shall render a semi-annual statement to the Board of Directors, upon request, an annual statement to the membership. The Executive Director shall also act as an Assistant Secretary of the Association and shall keep a record of all official proceedings of the Association and its Board of Directors. In general, they shall perform all duties incident to this position or otherwise may be assigned by members of the Board of Directors.
- II. A General Counsel who shall be an attorney-at-law admitted to practice within the territorial jurisdiction of the Association.

ARTICLE X

Committees

- I. In addition to the Nominating Committee, there shall be standing committees on Education and Membership.
- II. Special or other committees and task forces may be established and appointed by the President, with the approval of the Board of Directors, as deemed necessary and may include but are not limited to: Awards, Community Relations/Outreach, Ethics, Website, Directory, Marketing, Sponsorship, Government Affairs, Special Events, Strategic Planning, Calling Committee & Greeting.
- III. The Chair of each committee shall report its activities regularly to the Association Vice President. All committee activities shall be subject to approval by the Board of Directors.

ARTICLE XI

Membership Meetings

- I. There shall be an Annual Meeting of the Association in November of each year at such time and place as the Board of Directors designates.



Bylaws of PRO New England

- II. There shall be regular membership meetings no fewer than five times per calendar year at such times and places as designated by the President. The meeting times and places may be determined by the Executive Director or other administrative staff as the Board may employ.
- III. Special meetings of the Association may be called by the President, the Board of Directors, or on written request by twenty-five percent (25%) of the Association members in good standing.
- IV. Notice of the Annual Meeting shall be distributed, either in hard copy or electronically mailed to each member at least thirty (30) days in advance. Notice of a regular or special meeting shall be electronically mailed to each member at least ten (10) days in advance, and posted electronically.
- V. A majority of the members of the Association shall constitute a quorum at any meeting of the Association.

ARTICLE XII

Indemnification

No Director, Officer, member, agent, or employee of this Association now or hereafter elected or appointed shall be personally liable to the creditors of this Association for any indebtedness or liability thereof. Except as otherwise limited by State or Federal law, this Association shall pay all reasonable expenses incurred by, and satisfy any civil judgment or fine rendered or levied against, any person who has been or is a director, officer, member, agent, or employee of this Association in any civil action brought by a third party against such person, whether or not this Association is joined as a third-party defendant, in connection with any act alleged to have been committed or omitted either by such person while a director, officer, member, agent, or employee of this Association, or by the Association itself, or both, provided that the Board of Directors of this Association determines that such Director, officer, member, agent or employee was acting in good faith within what he or she reasonably believed to be in the best interests of the Association. Payments provided for herein shall include amounts paid and reasonable expenses incurred in settling any such action or threatened action. The provisions of this Article shall apply in connection with any criminal actions or proceedings in which any director, officer, member, agent, or employee had no reasonable cause to believe his or her conduct was unlawful. These provisions shall further apply after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption of the By-laws and shall inure to the benefit of the heirs, executors, and administrators of any Director, Officer, member, agent, or employee against whom such action or proceeding is brought.

ARTICLE XII



Bylaws of PRO New England

Amendments

These Bylaws may be amended by a two-thirds vote of the membership present at any meeting or by the Board of Directors, provided a quorum is present and at least thirty (30) days notice of any proposed amendment(s) has been given to all members.

ARTICLE XIII MISCELLANEOUS

- I. All references to any gender shall include both genders;
- II. If any term or provision in these Bylaws shall to any extent be invalid or unenforceable, then the remainder of the Bylaws shall not be affected thereby, and each remaining term and provision of the Bylaws shall be valid and enforceable to the fullest extent permitted by law; and
- III. The Chapter shall use the grievance procedure adopted by the Board of Directors.

Article XIV

Dissolution

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-laws, and no part of these funds shall inure or be distributed to the Association members. On the dissolution of the Association, any remaining funds after all debts of the Association are paid shall be distributed to one or more regularly organized and qualified charitable, education, scientific, or philanthropic organizations selected by the Board of Directors.

Adopted by Membership

Date _____

By: _____

Secretary