



FMA BYLAWS

Article I – Name

Section 1.1 The name of this corporation shall be the Fenestration Manufacturers Association, Incorporated, FMA, hereinafter referred to as the “Association”.

Article II – Principle Office

Section 2.1 The principle office of the association is located at 200 West College Ave. Ste 115 Tallahassee, FL 32301 or othersuch place as the Board of Directors may determine.

Article III – Objectives & Purpose

Section 3.1 The objectives and purpose of this association shall be as follows:

- (a) To develop best practice guidelines for the fenestration industry, educate members, code officials, building commissions, regulatory bodies, architects, builders and fenestration installers on issues associated with fenestrationproducts, their performance, certification and their proper installation in extreme environments.
- (b) Advocate the standardization on consensus specifications and building codes.
- (c) To communicate confidence in the quality, performance and reliability of fenestration products to the public and regulators.
- (d) To advocate and influence matters impacting the fenestration industry and our members with a strong focus on Florida and other south east states that are in hurricane prone regions.To undertake such other programs as may be proper to enhance the welfare of thefenestration industry.

Article IV – Membership

Section 4.1 The association shall have three (3) classifications of members as follows.

Active (Voting) Members. Any person, firm or corporation who is engaged in the manufacture of fenestration products in its own facility and meets any other eligibility requirements that may be established by the Board of Directors of the Association shall be eligible for Active membership.

Associate (Voting) Members. Any person, firm or corporation not eligible for Active or Affiliate membership, shall be eligible for Associate membership, if the applicant:

- (a) Manufactures materials or components for use in products of the type manufactured by

the active members.

- (b) Provides service such as design, engineering or testing to members of the industry as described for Active Members.
- (c) Meets any other eligibility requirements that may be established by the Board of Directors of the Association.

Affiliate (Non-Voting) Members. Any person, firm or corporation classified as a window, door or shutter dealer glass house installer, building industry representative, architect or engineer.

All Applications for membership shall be made in writing on forms provided for that purpose and presented to the Board of Directors. It shall require a two-thirds vote of the Directors voting to approve any membership application.

Article V - Meetings

Section 5.1 The members shall meet annually for the purpose of transacting such proper business as may come before them at the meeting, including the election of the Directors for such terms as are fixed by these by-laws. The annual meeting may coincide with an annual conference, however the Board of Directors may determine a more suitable time or place for the annual meeting based on internal or external circumstances. The annual meeting and/or conference may be held in person, virtually, or telephonically as determined by the Board of Directors.

Section 5.2 Regular meetings of the Board of Directors shall be held quarterly and at such other times and places as called by the President or by two thirds of the Board of Directors. Meetings of the Board of Directors may be held in person, virtually, or telephonically as determined by the President.

Section 5.3. Special Meetings. A Special Meeting of the Association may be called by the President of the Board of Directors, the Executive Board or by majority vote of the Board of Directors at any time, and shall be called by the President upon the written request of one-third of the members entitled to vote, to transact only such business as shall be specified in the notice thereof. Meetings of the Board of Directors may be held in person, virtually, or telephonically as determined by the President.

Section 5.4 A simple majority of the Directors participating in any Board meeting shall constitute a quorum for the purpose of conducting Association business.

Article VI – Membership Voting

Section 6.1 Each active voting and associate voting member shall be entitled to one vote on matters coming before the meeting body. Votes shall be cast by a designated voting representative for each member or in his absence, by a designated alternate voting representative from that same member company. Voting by mail, electronically, or telephonically is permitted.

Section 6.2 Action shall be taken by an affirmative vote of a simple majority of the members voting.

VII. Dues and Fees

Section 7.1 Annual Dues. Dues shall be assessed against Active, Associate and Affiliate Members as determined by the Board of Directors and ratified by the members. Such annual dues shall be payable annually in advance. Member dues are delinquent if not paid on or before January 31 of any given year. Members whose dues are 90 days in arrears shall lose membership privileges. A reinstatement fee may be charged for returning members whose dues have lapsed. FMA Board may offer alternative plans to members, as necessary.

Section 7.2 New members' dues shall be prorated on a monthly basis. Members who have lapsed within the prior 24 months are not eligible for prorated dues.

Section 7.3 The Board of Directors, at any time, may establish initiation fees to be paid along with an application for membership.

Article VIII – Management

Section 8.1 The management of the affairs of the association shall be vested in the Board of Directors. The immediate Past President can serve as an ex officio member at the request of the Board.

The Board of Directors shall be comprised of five (5) Directors elected from the Active members; three (3) elected from the voting Associate Members, and one (1) elected from the non-voting Affiliate members, for a total of nine (9) Directors. The Association members shall elect the members of the Board of Directors, except for the immediate Past President, and the Board of Directors shall elect the officers, all by majority vote. The officers shall be elected by the Board of Directors as hereinafter provided and shall hold office for one year or until their successors shall have been duly elected and have assumed office. There will be no presumption of automatic ascension through the officer slate, except as provided for elsewhere in these Bylaws.

Section 8.2 Each Officer and Director elected shall, as a condition to taking and holding the office, be the voting representative or alternate voting representative of an Active or Associate Member and upon ceasing to be such voting representatives, shall resign from the Board of Directors. Regardless of membership status, no active or associate member company, including subsidiaries, shall have more than one voting representative on the Board of Directors.

Section 8.3 Any vacancy on the Board of Directors created by the death, resignation, incapacity or removal of an Officer or Director, shall be filled within 90 days by the Board until a successor has been duly elected and qualified by the membership or Board, according to these Bylaws. The Board may declare vacant the office of a Director upon the occurrence of the following events:

- (a) The Officer or Director has been declared of unsound mind by order of a court of competent jurisdiction.
- (b) The Officer or Director has been convicted of a felony.
- (c) The Officer or Director has failed to attend either two consecutive Board Meetings or a total of three Board Meetings during his term of office.
- (d) The Officer or Director has been terminated by the Board of Directors.
- (e) The Officer or Director's dues have lapsed.

Section 8.4. Board Member Terms

Each Board member shall serve a three-year term. Board member terms shall be staggered so that continuity is maintained from year to year. Board members may serve up to two consecutive terms.

Section 8.5 Executive Committee.

There shall be an Executive Committee, also known as Officers, consisting of the President, Vice President, Secretary, and Treasurer. The Executive Director shall facilitate the Executive Committee meetings and the Immediate Past President may attend at the Committee's discretion.

The Executive Committee may exercise the authority of the Board of Directors in the management of the affairs of the Association during the intervals between meetings of the Board of Directors, subject at all times to the Bylaws of the Association, policies and directives issued by the Board of Directors. Any action taken by the Executive Committee must be reported to the Board of Directors at their next scheduled meeting. A simple majority of members of the Executive Committee shall constitute a quorum for the transaction of business. Meetings may be called by the President or by any two Executive Committee members. The Board of Directors may fill vacancies among the Officers of the Board for the unexpired term of the officer being replaced.

- (a) The President. The President shall preside at the Board of Directors and General Membership meetings, Executive Committee meetings, and any Special Meeting and shall also perform such other duties as are incidental to the Office of the President, or as may be designated by the Board of Directors. The President may delegate any of their duties to the Executive Director of the Association or to any member of the Executive Committee or the Board of Directors.
- (b) The Vice President. The Vice President shall exercise the powers of, and perform the duties of, the President in the President's absence or disability and shall have such other powers and perform such other duties as may be designated by the President or the Board of Directors. The Vice President may delegate any of their duties to the Executive Director of the Association.
- (c) The Secretary. The Secretary shall have oversight of the historical and current records of the Association; a correct roster of all members with their last known addresses; a proper record of all dues, fees and contributions received; and shall assign staff to give notice and keep minutes of all meetings of the Association and the Board of Directors. The Secretary may delegate any of their duties to the Executive Director or staff of the Association.
- (d) The Treasurer. The Treasurer shall be the chief financial and accounting officer of the Association and shall have charge of all funds of the Association. Such funds shall be drawn only over the signature of such person or persons as may be authorized by the Board of Directors.

Section 8.6 Nominating Committee

The FMA President shall appoint a Nominating Committee of at least 3 members, of which 2 appointments are current Directors or former Directors who hold membership in the Association. Members seeking to run for election are not eligible to serve on the

Nominating Committee.

The Nominating Committee and Board of Directors shall recruit members to fill available Director positions. The Nominating Committee shall ensure that nominees have met established Board requirements per the FMA Eligibility Guidance Document. The Nominating Committee shall submit to the FMA Board of Directors, a list of qualified candidates.

The Nominating Committee shall meet to prepare the ballot of candidates for open board member seats for the upcoming year, to be approved by the Board of Directors. The Nominating Committee ballot shall be submitted to the membership for a vote. Majority vote for each open seat will determine the winner.

Section 8.7 Executive Director or Management Company

The day-to-day administration and management of the Association shall be the responsibility of the Executive Director or management company employed by the Board of Directors. The Executive Director shall be responsible for carrying out the policies and programs of the Association as established by the Board of Directors. The Executive Director shall be a non-voting, *ex officio* member of the Board of Directors and all committees. The Executive Director shall have the right to execute contracts on behalf of the Association, as specified and approved by the Board. The Executive Director shall perform other duties as may be specified and approved by the Board.

Section 8.8 The Association shall indemnify and hold harmless each person who is now or shall hereinafter serve as Director of the Association from and against any and all claims and liability, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of holding such office.

Section 8.9 The Association shall not perform particular services for individual member persons or businesses unless authorized by the Board of Directors.

Article IX – Member Termination or Resignation

Section 9.1 The Executive Director shall report to the Board of Directors at the next Board meeting those members whose dues are in arrears and they have not notified the Association of their intentions to pay or requested a payment schedule. The Board may direct the Executive Director to send a notification of membership termination based on non-payment of dues after 90 days have lapsed.

Section 9.2 Any member may resign by submitting a thirty-day notice to the Secretary provided that all indebtedness due the Association for the fiscal year has been fully discharged.

Section 9.3 Membership of any member may be terminated by the Board of Directors if such member no longer meets the requirements of membership in the Association as defined in Article IV.

Section 9.4 A member who shall violate any provision of the by-laws or refuse or neglect to comply with bylaws, any resolution or policies of the Association, may have their membership terminated by the Board of Directors; provided however, that such member shall be given

prior written notice of contemplated action by the Board of Directors and the reason therefore, with the right to appear before the Board of Directors before any final action is taken with respect to membership termination.

Section 9.5 Membership termination for reasons other than non-payment of dues shall occur by an affirmative vote of three-fourths of the Board of Directors.

Section 9.6 There shall be no reimbursement of dues paid to the Association by the member upon resignation, termination or violation of compliance with these By-Laws.

Article X. Insurance

Section 10.1 The Association shall purchase and maintain insurance or furnish similar protection, including but not limited to trust funds, letters of credit, or self-insurance, on any property of the Association or on behalf of any person who is or was a member of the Board of Directors, or an officer, employee, or agent of the Association, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the obligation or the power to indemnify him or her against such liability under the provisions of these By-laws. Insurance may not be purchased from, or maintained with, a person in whom the Association has a financial interest. Insurance for both Officers and Directors, and General Liability insurance shall be maintained at a minimum of \$1 million of coverage.

Article XI - Amendments

Section 11.1 These by-laws may be amended and approved by the Board of Directors. Any revisions shall be approved by the membership during an in-person meeting or by an electronic vote, provided the members were given 30 days-notice of the revisions.

Article XII – Effective Date

Section 12.1. Changes in these bylaws shall take effect on the date signed by the President and shall supersede all previous revisions.

Sue Schreiber
President

Approved
11/10/21
Amended
11/10/2021