



SAN DIEGO ROOFING CONTRACTORS ASSOCIATION

From the President...

President Eric Richardson is not available at present so I am tasked with writing your message for the month.

The long days are upon us and the SDRCA is very busy at the moment. We have three events we are planning for, our Dinner Meeting next week, our Build-A-Roof Project, and our Annual Golf Classic.

Of course we want our membership and other industry professionals to participate in all three, but I believe the most important is to have our Contractor Members participate in our Build-A-Roof.

I am sure that most of our Contractors provide the community with charitable contributions, but this is our chance to come together as an association and show our commitment to community service united.

I encourage our Contractor Members to provide at least one man day for our upcoming project in late August. Let's show the community WHY they should hire and SDRCA Contractor.

James Robyn, Executive Director

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Upcoming Events

Wednesday, July 18th
Dinner Meeting
California Highway Patrol

August 2018
SDRCA Build-A-Roof
For Canine Companions

August 27th
SDRCA 52nd Annual Golf Classic

The San Diego Roofing Contractors' Association (SDRCA) has been serving the Roofing Industry for over forty years.

Times, techniques and technology has changed, but the SDRCA Core Values, Code of Ethics, Mission and Vision Statement has not. The 2018 Board of Director Team is committed and dedicated to serving our members and this association with new education, resources, training and savings for the purpose of helping our members continue a tradition of profitability and professionalism in our industry.

It is the intent of this Association to establish and maintain professional standards and practices in the Roofing Industry through education and public awareness. Our members are committed to excellence and they use the benefits offered by the Association to help obtain this goal. The SDRCA encourages you to become fully aware of the potential problems of dealing with an unlicensed, uninsured roofer.

The SDRCA was formed in 1957 to preserve and promote the art of roofing application. SDRCA members recognize that after 60 years of innovation in roofing technology and application, the following goals are as meaningful and relevant today as they were yesterday and will be tomorrow.

The SDRCA remains a strong supporter of open competition and the free enterprise system; indeed, this competitive environment led to the success of its members. SDRCA members recognize that the perpetuation of such a healthy business environment is greatly influenced by their own professional conduct. The SDRCA supports the following practices, and encourages them in its members.

SDRCA Member Code of Ethics:

1. To conduct my business in an ethical manner, so that I will reflect credit and confidence by the public in our industry as well as my own business.
2. To consider my vocation worthy and dignified and thus affording a distinct opportunity to serve society.
3. To hold that the exchange of my goods and service for a fair profit is legitimate and ethical, provided all parties in the exchange are benefited.
4. To elevate the standards of my vocation by exercising a high degree of care in the execution of all work, and correct any defective work as a direct challenge to my ability and integrity.
5. To protect and defend the public from fraudulent and unethical practices affecting our industry.
6. To cooperate with the association in its effort to better conditions in the industry, so that public, management, capital and labor will all mutually benefit.
7. To operate my business in accordance with the rules and regulations of constituted authority at all levels and in a manner which will leave no doubt as to my loyalty to my country and its ideals and fundamental principals.

The SDRCA Mission Statement:

The mission of the San Diego Roofing Contractors' Association is to establish and maintain professional standards and practices in the roofing industry through education and public awareness.
Adopted January 1997

To elevate...To protect and defend...To cooperate...so that all benefit.

BUILD-A-ROOF

As many of you know, the SDRCA is committed to charitable activities in San Diego.

This year we are installing an APOC Armor Flex Silicone system on the structures at Canine Companions for Independence. The project consists of some repairs, including adding drains, followed by the application of the system. APOC will be training the participants on the proper way to install the APOC #585 Armor Flex Silicone system. This will be hands on training for you and/or your employees.

The project is currently scheduled for dates in late August.

The SDRCA asks our contractor members to assist in this unique opportunity to contribute to our charitable ideals and obtain professional training for your employees.

Our previous Build-A-Roof campaign received accolades from the community as well as extensive television coverage.

If you wish to participate, please email ed@sdrca.com and you will be contacted

CPR Discounts

SDRCA Members can get 50% off online CPR & First Aid certification courses.

Cost is only \$35 for SDRCA Members, go to www.cprpros.com to receive the discount, where it asks for company name write in SDRCA.

RCAC Office

Just a quick reminder that the RCAC office has moved to:
2235 Park Towne Cir., Floor 2, Sacramento, CA 95825
Phone: 916-485-6318

52ND Annual SDRCA Golf Classic

The 52nd Annual SDRCA Golf Classic is schedule for Monday, August 27th at the Lomas Santa Fe Country Club.

The Golf Committee has been working diligently to ensure another successful day of golf and camaraderie amongst roofing industry professionals and associates.

Sponsorship Opportunities are now available, click here to learn more.

Our Sponsors to date



Certified Contractor Program

In order for our contractor members to achieve Certified status, they must meet the following criteria each calendar year.

A. Community Service – At least 2 community service projects must be performed annually, or, participate in the SDRCA Annual Build-A-Roof project.

B. Association Participation - Each member must attend at least half of the SDRCA Dinner Meetings held each calendar year.

C. Education - Each member must attend at least 4 industry educational programs, seminars, or trainings.

D. Safety - Each member must attend at least two (2) of the safety programs provided by the SDRCA, or, provide evidence of the member's safety program.

The SDRCA keeps attendance records for our Dinner Meetings so there is no need to submit the attendance to achieve item B.

If you participate in the SDRCA Build-A-Roof you do not need to submit any information to achieve item A.

Please submit any documentation on educational programs you or your employees have attended to achieve item C.

Please submit a brief summary of your safety program to achieve item D.

The SDRCA will provide you with professional quality glossy inserts for your bid packets or to use as you see fit. The inserts are designed to inform your potential customer of your commitment to the roofing industry, your commitment to best business practices, and your commitment to community service in San Diego.

If you have any questions, please contact the SDRCA office.

LLC: The Power of a Manager

By Sharice B. Marootan Abdulaziz, Grossbart & Rudman

Limited liability companies, more commonly referred to as LLCs, are becoming the business structure of choice, especially for developers and property owners. "A limited liability company (LLC) is a hybrid business entity formed under the *Corporations Code* and consisting of at least two "members" who own membership interests...the company has a legal existence separate from its members. Its form provides members with limited liability to the same extent enjoyed by corporate shareholders."

In *Western Surety Company v. La Cumbre Office Partners, LLC*, the Court of Appeals affirmed the lower court holding that a contract that misstated the role of the manager who signed on the LLC's behalf was nonetheless binding on the LLC. Mark Melchiori was the managing member of Melchiori Investment Companies, LLC ("MIC"). MIC was the sole manager of La Cumbre Office Partners, LLC ("La Cumbre"), the appellant in the case. Melchiori, personally, was not a member of La Cumbre. La Cumbre was formed to "acquire, hold, operate and perhaps, redevelop the real property at 200 N. La Cumbre Road" in Santa Barbara, California.

Western Surety Company, the respondent in the case, filed a lawsuit against La Cumbre for breach of an indemnity agreement. Melchiori had signed the agreement with Western Surety on La Cumbre's behalf as its managing member. However, he was actually the managing member of MIC, and MIC did not have actual authority to execute the indemnity agreement on La Cumbre's behalf. The surety bonds were issued for a construction company owned by Melchiori, known as Melchiori Construction Company, Inc. ("MCC"). Melchiori did not notice the La Cumbre was even listed as an indemnitor. Indeed, La Cumbre had nothing to do with the project for which the bonds were issued.

Section 17150 of the *Corporations Code* provided that every member of an LLC is an agent of the LLC for purposes of its business or affairs. The act of any member binds the limited liability company, unless the member has no authority to act for the LLC in that matter, **and** the other person has actual knowledge of the fact that the member has no authority. Western Surety did not know that Melchiori was without authority to bind La Cumbre. The Court found that Melchiori's signature bound MIC and therefore also bound La Cumbre. It held that although the indemnity agreement mistakenly designated Melchiori as La Cumbre's managing member, "this is a distinction without a difference." What mattered was whether the signer (Melchiori) was the person he is statutorily required to be (the managing member of La Cumbre's manager, MIC).

The moral of the story is that managers of an LLC hold a lot of power and relying on technical errors in a contract will not protect an LLC against liability.

[Download a PDF Copy of LLC: The Power of a Manager](#)

NRCA UPDATE

[Career and technical education reform bill may get committee vote.](#) The Senate Committee on Health, Education, Labor and Pensions is expected to vote on legislation to help address industry workforce needs by reforming career and technical education.

[House may vote on immigration reform bills.](#) House Republicans are working towards a plan to vote on both hard-line and more moderate immigration reform bills.

[H-2B seasonal worker program.](#) The Department of Homeland Security will grant 15,000 additional visas for the H-2B program in 2018, far short of the nearly 70,000 requested.

[Legislation would increase work requirements for assistance.](#) A House committee approved legislation to institute new work requirements for recipients of federal assistance under the Temporary Assistance for Needy Families (TANF) program.

[Tariffs on imported steel and aluminum.](#) The Trump administration allowed exemptions to steel and aluminum tariffs on imports from Canada, Mexico and the European Union to expire, deepening a potential trade war with U.S. allies.

[Financial regulatory reform.](#) The House approved bipartisan legislation, already approved by the Senate, to provide regulatory relief to community banks and potentially increase access to credit for employers. The bill was signed into law by the president.

[Immigrations and Customs Enforcement \(ICE\) plans further increases in employer audits.](#) ICE doubled the amount of employer enforcement actions during fiscal year 2018 and plans further increases this summer and beyond.

[Health Insurance Tax \(HIT\) delay legislation introduced.](#) Bipartisan legislation to delay HIT, which NRCA has long opposed, for 2020 has been introduced in the House.

[Affordable Care Act \(ACA\) employer mandate.](#) The IRS continues enforcing the requirement that all employers with 50 or more employees provide qualified health insurance to their employees, despite efforts by the Trump administration to ease burdens of the mandate.

[ROOFPAC will host "Top of the Town" during NRCA's Midyear Meetings in Chicago.](#) Don't miss this reception at the John Hancock Center for the opportunity to network with your NRCA colleagues while supporting ROOFPAC.

For those of you who like to plan ahead, future IRE dates are as follows;

Feb 4-6, 2020 – Dallas; **Feb. 24-26, 2021 – Las Vegas;** **Feb. 21-23, 2022 – New Orleans**

Thank You to the 2018 Advocate Sponsors

Diamond



Emerald



Pearl



The SDRCA wishes to Thank our contributing Sponsors. The ability to bring ongoing, valuable educational, social and professional benefits and training is dependent upon our sponsors. We look forward to the new sponsorships and training opportunities 2018 will bring our members.

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