

BYLAWS OF METAL CONSTRUCTION ASSOCIATION, INC

ARTICLE I

Name and Purpose

Section 1. This organization shall be known as the Metal Construction Association.

Section 2. The purpose of this Association is, but not limited to, promoting greater and more friendly relations among its members; to foster better trade practices among its members; to compile and issue current basic trend information; to lend its full strength toward cooperation with other industry associations and organizations that will expand, improve, and strengthen the economy of the metal construction industry.

ARTICLE II

Membership, Voting Rights and Representation

Section 1. There shall be two classes of membership in the Metal Construction Association.

Section 2. Classes of Membership

a) Regular Membership- Any corporation, partnership or individual engaged in the manufacture, design, engineering, sale or installation of metal used in construction and those others having an interest in the metal construction industry shall be eligible to apply for membership. In the event Regular members have divisions of subsidiary companies which may wish to affiliate with the Metal Construction Association, these divisions or subsidiaries may be eligible to become members at a special rate of dues as determined by the Board of Directors as prescribed in the Policies and Procedures of the Association. The Board of Directors may create other categories of Regular Membership, such as Provisional Member, as prescribed in the Policies and Procedures of the Association. Regular members shall be considered full members of the Association for voting and all other purposes.

b) Associate Membership – Companies other than those engaged in the manufacture, design, engineering, sale or installation of metal used in construction who have an interest in the metal construction industry are eligible for Associate Membership as prescribed in the Policies and Procedures of the Association. Associate members are not eligible to vote on Association matters, and are not eligible to hold Office in the Association.

c) Member Representatives – Each Regular member company and divisions thereof shall appoint a primary representative and an alternate representative to the Association who shall be principals or officers of the company and who are authorized to vote on behalf of their company on all matters which may come before the association membership for action from time to time as prescribed in the Policies and Procedures of the Association.

Section 3. The Board shall establish a procedure for approving applications for membership and codify such procedure in the Policies and Procedures of the Association.

Section 4. The voting rights and rights upon liquidation of any class of membership herein provided for shall not be restricted or diminished by any amendment of the articles of incorporation of these Bylaws or otherwise, without the consent of a majority of the members of good standing in the class to be affected.

Section 5.

a) Any member who is not in arrears in dues, and/or assessments, may withdraw from the membership of the Association upon twenty (20) days written or spoken notice of intent to the Secretary/Treasurer, immediately upon the completion of said twenty (20) days, membership will terminate. Such withdrawal of membership shall in no way release the resigning member from any financial responsibility to the Association for any dues, assessments or other financial commitments accrued during the term of

membership and due to the Association; and shall not entitle the resigning member to the return of any dues, assessments or other fees paid to the Association.

b) Any member company that has resigned may apply for membership again if there are no outstanding debts due to the Association in connection with the company's previous membership.

Section 6.

Any member may be suspended or expelled by a vote of two-thirds of the Board of Directors for one or more of the following reasons:

- a. Retirement from the industry.
- b. Non-payment of dues and/or assessments and debts within sixty days.
- c. Conduct unbecoming of a member of this Association (as designated by the antitrust policy statement and/or the Board of Directors).

Section 7.

Except as may be otherwise required by law or prescribed in the Policies and Procedures of the Association, each Regular Member company in good standing and whose dues are current as defined in these Bylaws, shall be entitled to one vote in respect to any matter of proposition as to which action or approval of the members is, or may be required by law of any provision of the Articles of Incorporation or these Bylaws provided that in any election of directors each Regular Member of good standing shall be entitled to one vote for each vacancy to be filled. For matters brought before the membership for a vote, each Regular Member company shall appoint a Primary Representative and Alternate Representative. The Alternate Representative shall only act in the absence of the Primary Representative for voting purposes.

ARTICLE III

Dues

Section 1. Funds for the operation of the Association and for the support of its necessary activities shall be secured by dues and/or special assessments, as determined by the Board of Directors.

Section 2. All dues shall be payable within thirty (30) days of receipt of dues notice.

ARTICLE IV

Meetings

Section 1. Meetings of the Association shall be held at such times and places as may be selected by the Board of Directors or the President. Special meetings shall be called upon by the written request of at least fifty- percent (50%) of the general membership to the President and the Board of Directors. Written notice of any meeting shall be mailed, or distributed by electronic means as permitted by law, to the membership by the Executive Director not more than sixty (60) days, nor less than fifteen (15) days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at its address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 2. Unless otherwise specified by the Board, the Annual Meeting will be held in the winter of each year on a date confirmed by the Board of Directors, for the election of members to the Board of Directors and for receiving annual reports from officers, directors and committees, and transactions of other business. Election of members to the Board of Directors may take place via mail ballot as permissible by law.

Section 3. At all meetings of the Association, twenty-five percent (25%) of the total membership shall constitute a quorum.

ARTICLE V

Board of Directors

Section 1. The affairs of the Association shall be managed by a Board of Directors consisting of no less than nine (9) and no more than fifteen (15) members, plus the President and plus the president of the Metal Roofing Alliance, who are representative of the interests of the membership of the Association as defined

in Article 2, Section 1. The terms of the Board members shall be staggered. Three or more directors shall be elected annually for terms of three (3) years each. No Board member may be elected to more than three (3) consecutive terms. The immediate past president serves as a non-voting ex-officio member of the Board.

Section 2. The method of election of the Board of Directors shall be as prescribed in the Policies and Procedures of the Association.

Section 3.

- a. Whenever the Board of Directors, by a majority vote of its members shall find that any director by reason of disability, incapacity, long continued illness, absence from three (3) consecutive meetings, or any other just cause is unable to perform his duties as such, may declare the place of such director vacant.
- b. Whenever the place of any director shall become vacant, it may be filled for the unexpired term by a majority vote of the remaining directors.

Section 4. The Board of Directors shall have the entire management of the business property and affairs of the corporation itself, so far as this delegation of authority is not inconsistent with the laws of the District of Columbia, with the Articles of Incorporation, or with these Bylaws. Each shall serve without compensation for his services.

Section 5. Regular meetings of the Board of Directors shall be held on such a schedule and at such times and places as the Board may decide. Notice of all Board meetings will be given to each director by the Secretary/Treasurer at least ten (10) days prior to the date of the meeting. Special meetings of the Board may be called at any time or place by the President, Vice President, the Executive Director, or three directors.

Section 6. A majority of the total number of the Board of Directors, as constituted for the time being, but not less than eight (8) shall constitute a quorum for the transaction of business. When a quorum is present at any meeting, a majority of the members present shall decide any question brought before such meeting except as otherwise provided by law, the Articles of Incorporation, or by these Bylaws.

ARTICLE VI

Officers

Section 1. The officers of the Association shall be members of the Corporation, and be members of the Board of Directors, and shall receive no compensation for their services. The officers of this Association shall be elected by the Board of Directors.

Section 2. The President shall preside at all meetings of the membership and shall be the chief executive officer of the Corporation, and shall perform all such other functions as is necessary for the furtherance of the purpose for which the Corporation is formed.

Section 3. The Vice Presidents shall perform the duties of the President in his absence or during his disability to act and shall assist the President whenever he calls upon him. The Vice Presidents shall have other such duties and powers as may be assigned to him, or vested in such office by the Board of Directors.

Section 4. The Secretary/Treasurer may be offices held by the same person. The Secretary shall: give notice of and attend all meetings, and have custody of the minutes book; conduct correspondence and carry into execution resolutions not otherwise committed. The Treasurer shall collect annual dues and assessments, supervise all receipts and disbursements of the association and shall be the chief financial officer of the Association. At each meeting of the Board of Directors, the Treasurer shall present a report representing the income and expense of the Association since the last meeting of the Board, and, at each annual and semi-annual meeting of the membership, present a report on the financial condition of the Association. The Secretary/Treasurer shall have other such duties and powers as may be assigned to him, or vested in him, as determined by the President or by the Board of Directors. The duties of Secretary/Treasurer may be delegated to the chief staff executive.

Section 5. Vacancies that occur in the offices of Vice President, Secretary/Treasurer are filled by the board of directors for the remainder of the term. A vacancy in the office of president is filled by the Vice President, or, in the event of absence or inability to serve on the part of the Vice President, by the Immediate Past President. A vacancy in the office of Immediate Past President will not be filled.

Section 6. There shall be a chief staff executive appointed by the Board to serve at the pleasure of the Board and to have such title as determined by the Board. The chief staff executive shall be responsible for the management of the Association and shall have the power to contract in the name of the Association for such services and supplies as are necessary for its operations within the authority granted by the Board. The chief staff executive shall cooperate with independent CPA auditors and to keep records of staff, employees and agents of the Association. He shall both receive compensation for his services as the Board may determine and shall be reimbursed for all expenses actually paid or incurred by him in the transaction of business of the Corporation provided that such expenses shall be subjected to audit by the Board.

Section 7.

- a. The chief staff executive shall, subject to such conditions and limitations as may be imposed by the Board, have custody of all money and securities of the Association, shall keep adequate and correct accounts of business transactions, including accounts of its assets, liabilities, receipts, disbursements, donations, and expenses. He shall render an annual report and such special reports as may be called for by the Board of Directors.
- b. The funds of the Association shall be deposited in the name of the Association in such depositories as the Board shall from time to time designate. Annually, the accounts of the Association shall be reviewed or audited by independent CPA auditors. Determination of whether an audit or review will be conducted will be the responsibility of the treasurer. The report shall be made available to the Board.

ARTICLE VII

Councils and Committees

Section 1. Councils. MCA Councils may be formed consisting of interested members of various products groups associated for one or more of the following reasons: (1) development of technical information and educational materials; (2) development of standards; (3) development of product statistics, including production and shipment collected on a confidential basis; (4) generic product promotion through public relations, advertising, and other information and advertising, and other information and promotional programs to inform potential users of product characteristics. The formation of Councils and all Council programs and activities will be with the approval oversight of the MCA Board of Directors who shall have prior approval and responsibility for any funding adopted for the purposes of pursuing Council programs and activities. Councils may meet at regularly scheduled MCA meetings as well as hold special meetings as may be necessary for the conduct of programs and activities.

Section 2. The standing committees of the Association shall be the following:

Executive Committee
Finance/Audit Committee
Governance Committee

The Governance Committee, whose primary purpose is to propose a slate of officers and directors, shall consist of two directors, plus the most recent past president. The President shall appoint the chair of the Governance Committee. Standing committees will operate under charters approved by the Board of Directors. The charters, as prescribed in the Policies and Procedures of the Association, will define each committees' scope, responsibilities, authority, and operating guidelines. The charters will also specify the makeup of standing committees and the method by which committee chairmen and members will be appointed. The Board of Directors, or the President, may at any time appoint such additional committees or task forces as may be required for the purpose of carrying on the business of the Association.

ARTICLE VIII

Order of Business

Section 1. The following shall be regular order of business of all meetings of this Association, including the Board of Directors meetings;

1. Roll Call
2. Approval of the Minutes of the Preceding Meeting
3. Financial Report
4. Reports of Committees and Councils
5. General Business

Section 2. Robert's Parliamentary Rules of Order shall be recognized as authority by this Association and shall govern its deliberation in all cases not covered by these Bylaws or as prescribed in the Policies and Procedures of the Association.

ARTICLE IX

Waiver of Notice

Whenever any notice whatsoever is required to be given by law or under the provisions of the Articles of Organization or the Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

Indemnification

The Association shall indemnify Officers and Directors (their heirs, executors, and administrators), and such other persons who may have administrative responsibility for the Association to the maximum extent permitted by law. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law, and such other persons who may have administrative responsibility for the Association to the maximum extent permitted by law.

ARTICLE XI

Fiscal Year

The fiscal year of the Association shall be from January 1 to December 31.

ARTICLE XII

Books and Records

The Corporation shall maintain correct, and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors and Committees having any of the authority of the Board of Directors; and shall keep at its principal office, record of the names and addresses of its members entitled to vote. All books and records of the Corporation may be inspected by any member having voting rights, or his agent or attorney, at any reasonable time.

ARTICLE XIII

Loans to Directors

No loans shall be made by the Corporation to its directors or officers.

ARTICLE XIV

Amendments

These Bylaws may be amended, repealed or altered in whole or in part by a majority vote of the Board of Directors. The proposed Bylaw change(s), together with the reason therefore, shall be circulated to the entire membership to the last recorded address of each member at least forty-five (45) days prior to the Board meeting at which the amendments will be considered and the Board will duly consider all member comments received thereon.

ARTICLE XV
Dissolution

The Association may be dissolved by a vote of two-thirds of the members present at a Meeting of the Membership, or by two-thirds vote of the membership by a mail or facsimile ballot. Upon the dissolution of the Association, the Board shall, after paying or making provision for the payment of all of the liabilities of the Association, distribute all of the remaining assets of the Association to any organization recognized with 501(c) status by the Internal Revenue Service.