

Steel Erectors Association of America Bylaws

ARTICLE I - GOVERNING AUTHORITY

Steel Erectors Association of America, Inc., hereinafter referred to as the Association, is a non-profit corporation governed and operated in accordance with the laws of the State of North Carolina, the Articles of Incorporation, these Bylaws, the Resolutions and instructions of the Board of Directors ("Board"), Executive Committee, and Officers.

ARTICLE II - DOMAIN

Section 1. Scope

The principal domain of the Association shall be the United States and its Territories and possessions.

Section 2. Principal Office

The principal office of the Association shall be in the State of North Carolina. The Association may have such other offices as may from time to time be designated by the Board. A change in the principal office of the Association requires a majority vote of the Board

Section 3. Registered Office

The registered office of the Association, required by law to be maintained in the State of North Carolina, shall be located where designated from time to time by a majority vote the Board.

ARTICLE III - PURPOSE

Section 1. The purposes of the Association shall be:

1. To promote and protect the best interests of the people engaged in, and associated with people engaged in, the erection of steel construction and building products, including, without limiting the generality hereof, establishing and encouraging compliance with minimum standards of professional excellence, encouraging and providing facilities for continuing education and training designed to improve capabilities of persons engaged in erection of steel construction and building products, and stimulating interest and encouraging participation among members of the Association in any and all activities designed to enhance the stature, competence and community standing of members while engaged in erection of steel construction and building products and elsewhere generally.

2. To consider and deal by all lawful means with common problems of management, manufacturing, fabrication, installation, erection, service and sales of steel or allied materials and employee relations and financial relations, specifically of steel erectors and supporting entities.

3. To secure cooperative action in advancing by all lawful means the common purposes of its members, and promote activities designed to enable the industry to conduct itself with the greatest degree of economy, efficiency, quality and safety.

4. To afford due consideration to and expression of opinion upon questions affecting the industry and to promote the common business interest of the industry.

5. To cooperate with other related industries and organizations.

6. To initiate, sponsor, promote and carry out plans, policies and activities which will tend to further the prosperity and development of the steel erection industry, including lobbying national and local legislative and administrative bodies for the passage of laws to better the legal position of the Association and the establishment of a fund to be used to aid federal candidates who share the Association's concerns on pending legislation.

7. To sponsor, promote, and provide insurance services through a network of professional knowledgeable agents and to provide consultation in safety and education to assist in providing lower rates and superior coverage.

8. To promote and emphasize a sound, effective safety program which leads to the prevention of injury and death to employees; to unite with several fabricator's associations in order to aggressively seek safer job sites; and meet with OSHA representatives, both national and local, regarding steel erection codes.

9. To promote and protect trade and commerce from unlawful restraints, price discriminations, price fixing and monopolies and any other unlawful act that infringes on the anti-trust laws of local and national government.

10. To conduct or engage in all of the foregoing purposes, or others incidental thereto.

11. The foregoing clauses shall be construed as enumerating specific objects, powers and purposes, but no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

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ARTICLE IV- MEMBERSHIP

Section 1. Membership Classification

The Association shall consist of Industry Members, Associate Members, and Individual Life Members.

(a) The Associate and Industry Membership Classifications as created by Section 1 and as defined in Sections 2 and 3 of this Article and as designated throughout these Bylaws, shall remain dormant for purposes of operation of the Association's business, until such time as determined, within the Board's discretion, upon acceptance by majority vote of the Board of Directors to be an active distinction. In the event of discrepancy or conflict, the Board's determination shall be final and binding.

Section 2. Industry Members

Any established individual, firm, corporation or partnership engaged in the fabrication, erection or installation of steel or allied material in the United States of America or otherwise listed below shall be eligible for Industry membership.

The membership classification may be changed from time to time by the Board.

Industry membership shall include but not be limited to the following and may be changed by the Board:

1. **Erectors:** Structural steel, steel joists
Prefabricated buildings and/or siding
Reinforcing steel and/or post tensioning
Miscellaneous metals, stairs, ornamental iron
Precast concrete-structural
Precast concrete-architectural
Metal deck
2. **Fabricators:** Structural steel
Steel Joists-manufacturer
Steel Joists-supplier and/or sales
Metal deck-manufacturer
Metal deck-supplier and/or sales
Prefabricated building, siding
Precast concrete-structural
Precast concrete-architectural
Miscellaneous metals, stairs, ornamental iron
Other associated products
3. **Suppliers and Manufacturers:**
Crane sales
Wire Rope, slings, and accessories
Equipment and/or tools
Safety equipment
Fasteners
4. **Specialty Services:**
Crane and equipment rentals
Certified welding
Millwrights, industrial machinery installation
Heavy equipment moving and rigging
Shear stud installation
5. **Services:** Financial
Insurance, risk management
Legal
Testing labs and/or independent inspection
Crane certification and inspection
Consulting

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6. Other (to be supplied by member and approved for membership by the Board)

Section 3. Associate Members

Any individual, firm, corporation or partnership not eligible for Industry membership in the Association shall be eligible for Associate membership if it provides an applicable service or product related to, or used by, the Industry members. For example, Associate members shall include such individuals, firms, corporations or partnerships engaged in the manufacture, distribution, sale, or rental of products, equipment, machinery, or other facilities generally used in the fabrication, erection or transportation of steel products or associated products or plain material used in steel products. The applicable services contemplated by this classification shall include but are not limited to such services as financial, insurance, legal, testing labs, crane certification and inspection, consulting, product sales, and the like. This membership classification may be changed by the Board.

Section 4. Individual Life Members

An "Individual Life Member" is defined as any individual who is officially retiring from active employment and whose company is a member in good standing at the time of said individual's retirement. Individual Life Members shall not have voting privileges, can not hold any office and will not be required to remit annual dues. Individual Life Members can attend Association functions, receive Association mailings, and receive such other benefits, as the Board from time to time deems appropriate.

Section 5. Application of Members

All applications for membership shall be filed with the Association's Principal Office. All applications shall be submitted to the Board at the next regular or special meeting of such Board for approval or rejection. If a majority of the Directors shall vote in favor of approving such application, then such application shall thereupon be a member of the Association, and a membership certificate, in such form as may be designated by the Board, shall be issued.

Section 6. Criteria for the Board to Use In Accepting Members

The Board of Directors shall use the following criteria in deciding whether to accept or reject an applicant:

- (a) whether applicant is engaged in the erection of steel or allied material;
- (b) whether the applicant is engaged in the manufacture, distribution, sale or rental of products, equipment, machinery, or other facilities used in the fabrication, erection or transportation of steel products or associated products or plain material used in steel products;
- (c) whether the applicant is engaged in the fabrication or erection of steel products in the USA;
- (d) whether the applicant is in some phase of the steel industry and could, by opinion of the Board, contribute to improvement of the industry;
- (e) whether the applicant is of good standing and character in the business community;
- (f) whether applicant would promote the purposes of the Association; and,
- (g) such other criteria as the Board may adopt from time to time for evaluating an applicant.

Section 7. Use of Association Name and Seal

All members in good standing shall have the right and privilege to print and otherwise use the Association name and/or seal, with propriety, on the normal items used in business such as letterheads, invoices, business cards, literature and advertising. A member in "good standing" is one who has not otherwise been terminated within the meaning of Bylaws or who is not currently under suspension as mandated under these Bylaws.

When using the Association name and/or seal, the Association name may be preceded with the words "Member Of." Any other reference to the member's affiliation with the Association, either past or present, is prohibited.

In the event that a member conducts business under more than one firm name, use of the Association name and/or seal is limited to the firm name under which membership was granted by the Association.

In the event a member fails to pay dues or fails to renew its membership, the Association shall have all rights provided to it under the law to enjoin the member from using the Association name or seal.

Section 8. Resignation

Any member may, at any time, resign from membership in the Association by filing a written resignation with the Association Executive Director with such monies, if any, for which such resigning members shall have become obligated

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with respect to the Association. Any member resigning pursuant to this Section 8 shall not be entitled to a refund of membership fees paid.

Section 9. Termination of Membership

(a) Causes of Termination. The membership of any member of any classification shall terminate upon occurrence of any of the following events:

(i) The resignation of the member as provided in Section 8;

(ii) Expiration of the period of membership, unless the member sooner renews for a subsequent period on the renewal terms set by the Board of Directors;

(iii) Failure of a member to pay dues, fees, or assessments as set by the Board within thirty (30) days of written notice from the Treasurer of the amount of the arrearage, which notification shall be sent if the member is in arrears in the payment of dues for a period of sixty (60) days after said dues or any installment thereof are due and payable;

(iv) The occurrence of any event, which renders such member ineligible for membership, or failure to satisfy membership qualifications;

(v) The expulsions of the member, based upon the good faith determination by the Board of Directors that the member has failed in a material and serious degree to observe the rules and conduct of the Association, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association.

(b) Suspension for Review of Membership. A member may be suspended for review based on the good faith determination by the Board that the member has failed in a material and serious degree to observe the Association's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association and its membership. A member whose membership is suspended shall not be an active member in the Association, however, Association benefits will continue during the suspension period.

(c) Procedure for Expulsion. If grounds appear to exist for expulsion or suspension of a member under subsections (a) and (b) of this Section 3, the procedure set forth below shall be followed:

(i) The member shall be given fifteen (15) days' prior notice of the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by registered mail, FedEx, or an equivalent signed for delivery service to the member's last address as shown in the Association's records.

(ii) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by a committee authorized by the Board to determine whether the expulsion, suspension, or non-renewal should take place.

(iii) The Board shall decide by majority vote whether or not the member shall be expelled, suspended, non-renewed or sanctioned in some other way. The decision of the Board shall be final.

(iv) Any civil action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice must be commenced within one (1) year of the date of the expulsion, suspension, or termination.

(v) Any individual, firm, or corporation ceasing to be a member by resignation or otherwise shall forfeit all rights, title, and interest in and to property and affairs of this Association.

Section 10. Reinstatement Procedure

Any member who is expelled or whose membership is not renewed may petition the Board for reinstatement to the Association after a minimum of two years from the date of the Board's final decision expelling the member or, in the event of non-renewal, the date of expiration of the member's membership.

A former member petitioning for reinstatement must submit a reinstatement application and submit to a personal interview if requested by the Board. The reinstatement application must contain the following:

- (a) an application for membership;
- (b) a statement describing the reason(s) for expulsion or non-renewal;
- (c) a statement, signed by the accredited representative of the petitioner, detailing steps taken to correct or remedy the reason(s) behind the petitioner's expulsion or non-renewal; and,
- (d) such other requirements as the Board may adopt from time to time for reinstatement.

The Board, at its next regularly scheduled meeting, shall decide whether or not to reinstate the petitioner based

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on the reinstatement application and the personal interview with the petitioner if conducted. The personal interview, if conducted, will be held at the Board's next regularly scheduled meeting. If the Board decides not to reinstate the petitioner, then the petitioner may re-petition the Board one year from the Board's decision. Any member who is suspended will automatically be reinstated following completion of its suspension period if the Board decides not to terminate the membership or renew the membership.

Section 11. Transfer of Membership

Membership in the Association is non-transferable and non-assignable. This non-transfer and or non-assignment provision applies to a member that conducts business under more than one firm name; membership is limited to the firm name under which membership was granted by the Association.

Section 12. Voting Rights and Eligibility to Vote

Associate and Industry members shall be entitled to one vote on each matter submitted to a vote of the membership. In the case of a member which is itself a corporation, the vote of such member may be cast by the president or any vice president of such corporation or by such officer or representative of the corporation, partnership or firm to whom such corporation shall, in writing, delegate such right. In the case of a member, which is either a partnership or a sole proprietorship, as the case may be, the vote of such member may be cast by any partner or by the proprietor, as the case may be, or by such representative of the partnership or proprietorship to whom such right may be delegated in writing.

Voting privileges shall be accorded all Industry and Associate members in good standing. A member in good standing shall be one who has complied with all of his or its obligations under these Bylaws and whose dues are paid prior to the date a matter is submitted for membership vote, consent, waiver, release or other action.

Section 13. Voting Lists

At least ten days before each meeting of the Association, the Association Secretary or Executive Director shall prepare an alphabetical list of the members entitled to vote at such meeting or any adjournment thereof, with the address of the member, which list shall be kept on file at the registered office of the Association for a period of ten days prior to such meeting, and shall be subject to inspection by any member at any time during the usual business hours. This list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member during the whole time of the meeting.

Section 14. Proxy

At any meeting of the members, a member entitled to vote may vote either in person, through its duly authorized representative or by proxy executed in writing by the member. A proxy shall be valid only with respect to the specific meeting for which it is submitted. A Proxy Form with meeting notice shall be submitted to the Association's Secretary or Executive Director prior to the specific meeting in a form and manner to be determined by the Board. A proxy may be voided at this meeting only in person by the proxy submitter.

ARTICLE V - MEETINGS OF THE ASSOCIATION

Section 1. Annual Meeting

An annual meeting of the members shall be held in each calendar year at the time and place of the annual convention, or on such other date and at such other place as shall be determined by a majority vote of the Board. The annual meeting shall be for the purpose of such business as may come before the meeting. In addition to the annual meeting, regular meetings of the members for the transaction of such business as may come before the meeting may be held at a designated time and place set by the President or by a majority of the Board. The place to be determined for any annual, regular or special meeting may be anywhere within the domain of the Association, as approved by the majority vote of the Board.

Section 2. Special Meetings of the Members

Special meetings of the Members may be called whenever the Board shall deem it necessary, and shall be called upon the written request of any three directors of the Board. Any request for a special meeting of members shall state the time, place and the purposes of the meeting. No business other than that specified in the notice shall be considered at any meeting held pursuant to this Section.

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Section 3. Notice of Annual and Special Meetings of the Members

Written or printed notice, stating the place, date and hour of any meeting of members, annual or special, shall be delivered either personally, by regular mail, or by fax, or by FedEx, or equivalent, or by electronic mail (email) to each member not less than fifteen (15) nor more than forty (40) days before the date of such meeting by the Association Executive Director. In case of special meetings, or when required by statute or these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered, when deposited in the United States mail, addressed to the member at the member's address as it appears on the records of the Association, with postage thereon paid.

Section 4. Order of Business

The order of business for meeting shall be determined by the presiding Officer or Executive Director. These Bylaws shall govern the conduct of the meeting and the presiding Officer shall determine the procedures of the Chair. If a dispute should arise, then Robert's Rules of Order shall be used.

Section 5. Quorum

At any meeting of the members, the attendance of a majority of the Industry members who are in good standing, or duly authorized representatives of a majority of the Industry members who are in good standing, either in person or by proxy shall constitute a quorum at such meeting, and a majority vote of those members or their duly authorized representatives present, either in person or by proxy, shall be the act of the members, except where otherwise provided by law or these bylaws. If a quorum is not present at any duly called meeting of members, a majority of the members or their duly authorized representatives present may adjourn the meeting, from time to time, without further notice, for the purpose of acquiring a majority.

Section 6. Informal Action By Members

Any action which may be taken at a meeting of the members may be taken without a meeting if a unanimous consent in writing, setting forth the action so taken, shall be signed by all of the persons who would be entitled to vote upon such action at a meeting, and filed with the Association Executive Director to be kept as part of the Association's records.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Government of the Association

The affairs of the Association shall be governed by its Board of Directors, hereinafter referred to as Board.

Section 2. Composition of the Board

The Board shall consist of twelve (12) elected directors, two voting adjunct Board members, and two non-voting adjunct Board members. The two voting adjunct Board members shall be the first Past President and the second Past President, who serve at the discretion of the Board. The two non-voting adjunct Board members shall be the Association's General Counsel and the Association's Executive Director, who serve at the discretion of the Board. Of the twelve elected voting directors: Nine (9) of the directors shall be Industry Members and three (3) shall be Associate Members. The twelve elected directors and the two voting adjunct Board members shall have full voting rights at all Board meetings. Associate members may hold Executive Office positions other than President, President-elect or Past President.

Three additional director positions shall be added to the Board which shall be effective for the standard term beginning 1998; three additional positions shall be added which shall be effective 1999; three additional positions shall be added effective beginning 2000, bringing total board members to Twenty-one.

Only Industry members may vote for the Industry director nominees. All voting members may vote for the Associate director nominees.

Section 3. Duties

(a) The Board shall have control and management of the affairs of the Association, with authority to conduct the business of the Association, and to delegate the conduct of business.

(b) The Board can employ an Executive Director who can manage the Association office, have power to select the management staff and shall conduct all of the business of the Association, subject to the direction of the Board, the

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Executive Committee, and the President. Alternatively, the Board can employ a management firm instead of an Executive Director. The management firm shall provide an Executive Director who is subject to Board approval. Said Executive Director shall be paid a salary or management fee as determined by the Board.

(c) The Association Executive Director shall keep the minutes of the meetings of members, the Board, the Executive Committee, and of all committees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Association and see that the seal is affixed to all documents, the execution of which, on behalf of the Association under its seal, is duly authorized in accordance with the provisions of these bylaws; sign with the President, or a Vice-President, resolutions of the Association; attest the signature or certify the incumbency or signature of any officer of the Association; keep a register of the post office address of each member which shall be furnished by such member, and in general perform all duties incident to the office of and such other duties as, from time to time, may be assigned to him by the President, Executive Committee, or the Board.

Section 4. Annual and Regular Meetings of the Board of Directors

A regular, annual meeting of the Board shall be held during the same week, and at the same place as, the annual meeting of members. In addition to the annual meeting, the Board shall hold not less than three regular meetings, during the year; the time and place of which shall be fixed by the Board. Not more than one of the three regular meetings may be held electronically or by telephone.

Section 5. Special Meetings of the Board of Directors

Special meetings of the Board may be held at any time on call of the President, and shall be held upon written request to the President by three members of the Board. Such a meeting may be held either within or outside the State of North Carolina, as fixed by the person or persons calling the meeting.

Section 6. Notice of Regular/Annual and Special Meetings of the Board of Directors

Regular meetings of the Board of Directors shall be held without other notice than these bylaws. The person or persons calling a special meeting of the Board of Directors shall, at least five days before the meeting, give or cause to be given notice thereof by any usual means of communication.

The President shall preside at all meetings of the Board, or in his/her absence, the President-elect shall preside. In the absence of a President-elect, the applicable Vice President shall preside.

The business to be transacted at any regular meeting of the Board need not be specified in the notice of waiver of notice of such meeting, unless specifically required by law or these bylaws. The business to be transacted at, and the purpose of, any special meeting of the Board shall, however, be specified in the notice of such meeting, and only business so specified shall be transacted at any such meeting.

Section 7. Waiver of Notice

Any director may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the director entitled to notice, and delivered to the Association for inclusion in the minutes or filing with the Association's records. A director's attendance at or participation in a meeting waives any required notice of such meeting unless the director at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or to transacting business at the meeting and does not thereafter vote for or assent to action taken in the meeting.

Section 8. Attendance at Meetings

If a director shall fail to attend two consecutive meetings of the Board of Directors during his term of office that director must show cause why the remaining directors should not declare that directorship position vacant. One "no cause" and one "medical cause" shall not be treated as two consecutive no shows.

Whether a director has not shown cause for missing two consecutive meetings of the Board of Directors shall be determined by the remaining directors. A majority vote of the remaining directors that the director has not shown cause for his two consecutive absences is required to declare a director's office as vacant.

Section 9. Quorum

A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of all the directors shall be the act of the Board, except where otherwise provided by law or these bylaws.

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Section 10. Informal Action by the Board

Informal action taken by a majority of directors without a meeting is nevertheless the action of the Board if unanimous written consent to the action in question is signed by the directors then in office, and filed with the minutes of the proceedings of the Board within seven (7) days from the date of the informal action.

Section 11. Order of Business

The order of business for meeting shall be determined by the presiding Officer or Executive Director. These Bylaws shall govern the conduct of the meeting and the presiding Officer shall determine the procedures of the Chair. If a dispute should arise, then Robert's Rules of Order shall be used.

Section 12. Vacancies

Any vacancy occurring in the Board of Directors, including adjunct Board members, may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the authorized number of directors shall be filled only by election at an annual meeting or at a special meeting of the members called for that purpose.

Any failure under nomination procedures or lack of membership quorum which result in unfilled Board positions shall be deemed vacancies to be filled by appointment of the majority of the Board.

Associate director vacancies must be filled by an Associate member. Industry director vacancies must be filled by an Industry member.

Section 13. Chairman of the Board

The current President of the Association shall act as Chairman of the Board of Directors. The Chairman shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

Section 14. Indemnification of Board Members

Directors of the Board shall have the right to be indemnified by the Association in accordance with Article XVII, Section 2 of these Bylaws.

Section 15. Directors' Errors and Omissions Coverage

The Association shall obtain for its directors all necessary insurance and Errors and Omissions coverage.

ARTICLE VII - ELECTION OF DIRECTORS

Section 1. Nominating Committee

The Nominating Committee shall be comprised of the President, First Vice President, Immediate Past President, Executive Director and other appointees as the President deems necessary.

Not later than 120 days prior to the time of the Annual Meeting of Members, the Nominating Committee shall submit to the Board a slate of nominees. Each director vacancy shall include no less than two (2) nominees.

The Board shall approve the slate and notify the Association Executive Director and Secretary within five (5) days of said approval. A majority approval from the Board shall be necessary. The Nominating Committee, in its report to the Association Executive Director, shall certify that it has secured the prior acceptance, in writing, of all candidates so nominated. For the purposes of these By-Laws, "in writing" shall include delivery by electronic mail (email).

Section 2. Nomination by Petition

Nominations for directors may be made, endorsed with the names of not less than ten (10) members of the Association, and mailed to the Association Executive Director so as to be received not less than ninety (90) days before the date of the Annual Meeting of Members and the Association Executive Director and Secretary shall incorporate the names of the candidates so nominated, designating them as "Nominated by Petition," on the ballot or ballots to be mailed as provided hereinafter in Article V, Section 3. The members nominating candidates by petition shall certify on the petition that they have secured the prior acceptance, in writing, of the candidate so nominated.

Section 3. Election

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Not later than forty-five (45) days prior to the time of the Annual Meeting of Members, the Association Executive Director and/or Secretary shall mail an acceptable proxy form and a ballot listing the names of all applicable nominees and the election deadline, as submitted by the Nominating Committee and by members' petition, to the voting membership for vote.

Only Industry members may vote for Industry director nominees. All voting members may vote for the Associate director nominees.

The Association Executive Director and/or Secretary, and an independent auditor shall check each ballot returned against the roster of voting members in good standing and shall count and tabulate the ballots and prepare a written report on the results for presentation to the Board, together with all ballots received, for certification at the next Board meeting. Ballots must be received no later than 30 days prior to the annual meeting of members in order to be validated and accepted. Said ballots must include member's company name and authorized signature to be considered valid.

Section 4. Terms of Office

All directors shall be elected to a three (3) year term of office. The terms of not more than three (3) directors shall expire at any election of the directors. The Board shall have the authority to stagger and/or alter terms to assure the fulfillment of said expiration condition. As such, three (3) of the Directors selected for the initial Board of Directors shall be elected to one (1) year terms.

The terms of directors shall begin at the commencement of the administrative year following their election. Said terms shall be automatically extended, when applicable, upon the election of a director to an Executive office.

Section 5. Removal of a Director

Any director may be removed at any time with cause by a vote of the members in good standing if the number of votes cast to remove such director exceeds the number of votes cast not to remove him. Only Industry Members, in good standing, may participate in the vote to remove an Industry Director. All members, in good standing, may participate in the vote to remove an Associate Director. A director may not be removed by the members at a meeting unless the notice of the meeting states that the purpose, or one of the purposes, of the meeting is removal of a director. If any directors are so removed, new directors may be elected at the same meeting.

ARTICLE VIII - EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of the President, Past President, President-Elect, First Vice President, Second Vice President, Treasurer, Secretary, and four at large Board members appointed by the President upon vacancy.

Section 2. Duties

The Executive Committee shall exercise, at times when the Board is not in session, such part of the authority of the Board in the control and management of the Association's affairs as the Board expressly delegates to it.

Section 3. Authority

The Executive Committee is authorized to act for the Association in times of legal or financial emergencies. Such emergencies shall allow the Executive Committee to employ such legal methods as necessary to remedy the emergency.

Section 4. Meetings

Meetings of the Executive Committee may be held upon the call of the President, properly noticed.

Section 5. Notice of Meetings of the Executive Committee

The President, in calling a meeting of the Executive Committee, shall, at least two days before the meeting, give or cause to be given notice thereof by overnight mail, electronic mail, fax, or telephone. Such notice should, but need not specify the purpose for which the meeting is called.

Section 6. Quorum

A majority of the Committee shall constitute a quorum.

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Section 7. Order of Business

The order of business for meeting shall be determined by the presiding Officer or Executive Director. These Bylaws shall govern the conduct of the meeting and the presiding Officer shall determine the procedures of the Chair. If a dispute should arise, then Robert's Rules of Order shall be used.

ARTICLE IX - OFFICERS AND ELECTION OF OFFICERS

Section 1. Officers of the Association

The officers of the Association shall consist of a President, a Past-President, President-Elect, an Industry Member Vice-President, an Associate Member Vice-President, a Secretary, a Treasurer, and such Assistant Association Executive Directors and Assistant Treasurers, and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.

Section 2. Election Of Officers

The officers of the Association shall be elected by the Board of Directors. During the same week as, but prior to the annual meeting of members, a meeting of the Board of Directors, in office, prior to the annual meeting of members, shall be held for the purpose of electing officers, and such other business as may come before the Board at that time.

Following notification by the Nominating Committee, and, thirty (30) days prior to said meeting, qualified directors desiring to be considered for an officer position shall be required to notify the Nominating Committee Chairperson, in writing, of said desire. All such submissions shall be placed on the official ballot.

Blank Ballots shall be provided for the various offices to be filled and nominations accepted from the floor and entered thereon. Upon conclusion of all nominations and completion of votes thereon, the ballots shall be tallied by the Association Executive Director and one director as designated by the President, and the results announced.

Section 3. Terms of Office

The terms of officers shall begin at the commencement of the administrative year following their election. All officers, other than directors, shall be elected to a two (2) year term of office. Officers may be elected to consecutive terms.

Section 4. Vacancies

In the event of a vacancy of any office, and until the requirements of this Section 4 are satisfied, the succession of authority shall be as follows:

- i. President
- ii. President-Elect
- iii. Industry Member Vice-President
- iv. Secretary
- v. Treasurer
- vi. Associate Member Vice-President

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority vote of the Board for the unexpired portion of the term.

Any vacancy occurring in an office, the President, or the next in succession of power, shall direct the Nominating Committee, as defined in Article VII, Section 1 of these Bylaws, to present its recommendation to the Board for the required vote. The recommendation shall include a minimum of two nominees per vacancy. Any employee or principal of a qualified member in good standing shall be eligible as a nominee. A vacancy must be filled within six months of receipt of vacancy notice by the Board.

Section 5. Bonds

The Board of Directors may by resolution require any director, officer, agent, or employee of the Association to give bond to the Association, with sufficient sureties, conditioned on the faithful performance of the duties of his/her respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

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Section 6. Removal

Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Association will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 7. President

The President shall be the principal executive officer of the Association and shall, in general, supervise and control its business and affairs. The President shall preside at all meetings of the members and the Board. The President shall sign, or may authorize the Association Executive Director or Secretary to sign any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, and, in general, shall perform all duties incident of the office of President and such other duties as may be prescribed by the Board from time to time. The President shall be an Industry member.

Section 8. Past President

The immediate presiding Past President shall serve as Chairperson of the Association's Strategic Planning Committee, and from time to time, may be assigned other duties by the President or the Board.

Section 9. President-Elect

During the meeting of the Board of Directors, held to elect officers, a President-Elect shall be elected immediately prior to the current President entering his/her second year of office. Said officer shall automatically become President upon the completion of the current President's second year of office. The President-Elect shall be an Industry member.

In the absence of the President, or in the event of his/her inability or refusal to act, the President-Elect shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The President-Elect shall perform such other duties as, from time to time, may be assigned by the President or the Board.

Section 10. Vice President - Industry Member

In the absence of the President and President-Elect, or in the event of their inability or refusal to act, the Vice President Industry Member shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice President Industry Member shall perform such other duties as, from time to time, may be assigned by the President or the Board.

Section 11. Vice President - Associate Member

In the absence of the President, President-Elect, and Vice-President - Industry Member, or in the event of their inability or refusal to act, the Vice President -Associate Member shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice President Associate Member shall perform such other duties as, from time to time, may be assigned by the President or the Board.

Section 12. Treasurer

The Treasurer shall give a bond for the faithful discharge of his/her duties in such form and with such sureties as the Board shall determine, the cost of which shall be paid by the Association. He/She shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipt for monies due and payable to the Association from any source whatsoever and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws. He/She shall keep complete and accurate accounts of the finances of the Association through generally accepted accounting principles, and he/she shall cause a true statement of the Association's assets and liabilities as of the close of each fiscal year and of the results of its operations for such fiscal year, per generally accepted accounting principles, to be made and filed at the registered or principal office of the Association within four months after the end of the fiscal year. The statement so filed shall be kept available for inspection by any member for a period of ten years; and the Treasurer shall mail or otherwise deliver a copy of the latest statement to any member so requesting the statement. The treasurer shall, in general, perform all the duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned to him by the President or the Board.

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Section 13. Secretary

The Secretary shall perform, or cause to be performed, the duties as set forth in Article VI, Section 3(c).

Section 14. Association Executive Director

Association Executive Director shall be appointed by the Board of Directors. The Association Executive Director shall perform such services as normally reserved for the Secretary and as listed in Article VI, Section 3, subparagraph (c) of these Bylaws.

Section 15. Assistant Treasurers and Assistant Executive Directors

Assistant Treasurers and Assistant Executive Directors shall, in the absence or disability of the Secretary or Executive Director, respectively, perform the duties and exercise the powers of those offices, and they shall, in general, perform such other duties as shall be assigned to them by the Secretary or Executive Director, respectively, or by the President, Executive Committee or the Board of Directors.

ARTICLE X -DISQUALIFICATION

Section 1.

Officers or directors of the Association who cease for any reason whatsoever to be members of the Association, or who cease to be eligible for membership in the Association in any membership classification, defined in these Bylaws, which cannot be cured within a reasonable time, shall thereupon no longer hold such office in the Association.

ARTICLE XI - COMMITTEES

Section 1. Committees

The Board shall create such committees of the Board and of the Association and shall delegate to these committees such powers and functions as it finds desirable for the conduct of its business and for carrying out the purposes for which the Association has been organized, and may authorize justifiable expenses for same. All members serving on Association committees shall be members of the Association. Board members shall not delegate their entire responsibility to any committee or group.

ARTICLE XII - FISCAL ADMINISTRATION

Section 1. Fiscal Year

The fiscal year of the Association shall commence on January 1 of each year, or as determined by the affirmative vote of at least two-thirds of the members of the Board of Directors. Annual Association membership is based on calendar year January 1st through December 31st.

Section 2. Dues and Membership Fees

- (a) The initiation fee for Association members shall be established by the Board of Directors.
- (b) The annual dues for Association members shall be established by the Board of Directors.
- (c) Initiation fees and annual dues shall be payable in advance.
- (d) Annual dues renewal invoices shall be mailed to members on or before November 1st, preceding the beginning of the Association's fiscal year and are payable by January 1st of the fiscal year for which they are billed. Members who are delinquent in dues payment past March 1st of the fiscal year in which payment was due shall be required to submit a new application, together with initiation fee and annual dues, to be reinstated.
- (e) New membership applications approved during the 4th quarter (calendar year) board meeting will not be required to pay dues for the current calendar year.

ARTICLE XIII - ADMINISTRATIVE YEAR

Section 1.

The Administrative year of the Association shall be the ensuing time between the annual meeting of members.

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ARTICLE XIV - AMENDMENTS

Section 1.

Proposals for amendments to these Bylaws may be made by the Board, the Executive Committee, or submitted to the Board in a petition, accompanied with detailed justification for the proposed changes and signed by not less than 10 voting members of the Association who are in good standing. The Board, through the Association Executive Director, shall mail the proposed amendments together with the proponents' rationale in support thereof, to the voting members of the Association for vote.

All votes to amend these Bylaws, from voting members, must be received in the Association office or by the designated officer, within four weeks from date of form mailing to the membership. A majority affirmative vote of the voting membership in good standing at the date of the mailing, of the votes received in the Association office or by the designated officer by the deadline date designated, shall be required to amend these Bylaws. For the purposes of this Article XIV, all mailings required herein shall be deemed sufficient if sent via electronic mail (email) read receipt requested.

ARTICLE XV - DISSOLUTION

Section 1.

The balance, if any, of all money received by the Association from its members, or any other source, shall be used exclusively to carry out the objectives and purposes for which this Association was formed, and in the event of a dissolution of this Association, the assets thereof shall be transferred to a nonprofit activity as may be selected by the Directors. It being the intention that should there be a dissolution of this Association to carry out the purposes herein set forth, the property and assets then owned by the Association shall never belong to or be distributed to any member, any suspended member or expelled member, nor shall any member, suspended member or expelled member, have any claim to interest thereto, and in the event of such dissolution, the Board of Directors is authorized to convey and distribute all of the assets of this Association to a corporation or association engaged in carrying on a like or similar nonprofit purpose.

ARTICLE XVI - CONTRACTS, CHECKS AND DEPOSITS

Section 1. Contracts

The Board of Directors may authorize any officer or agent, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Loans

No loan shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts

All checks, drafts or other orders for the payment of money issued in the name of the Association shall be signed by such officer or agent, of the Association and in such manner as provided in these Bylaws or as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such depositories as provided in these Bylaws or as the Board of Directors may select.

ARTICLE XVII - GENERAL PROVISIONS

Section 1. Corporate Seal

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The corporate seal of the Association shall consist of a concentric circle within which is written the name of the Corporation, and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the Association. The corporate seal of the Association shall also be the attestation of the Association Executive Director.

Section 2. Indemnification

Any person who at any time serves or has served as a director, officer, employee or agent of the Association, or in such capacity at the request of the Association for any other association, corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the Association to the fullest extent permitted by law against

- (a) reasonable expenses, including attorney's fees, actually and necessarily incurred by him/her in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Association, seeking to hold him/her liable by reason of fact that he is or was acting in such capacity, and
- (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty or settlement for which he/she may have become liable in any such action, suit or proceeding

The Board of Directors of the Association shall take all such action as may be necessary and appropriate for the Association to pay the indemnification required by these Bylaws, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him and giving notice to, and obtaining approval by, the members of the Association.

Any person who at any time after the adoption of these Bylaws serves or has served in any of the aforesaid capacities for or on behalf of the Association shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of these Bylaws.

ARTICLE XVIII – Chapter Membership

Section 1. Chapters

Individual SEAA members may elect to organize together in local or regional chapters, clubs, associations or other such affiliations hereafter referred to as “Chapters.” Such organizations may utilize the SEAA name and logo as a part of their identification, for the purpose of advertising the Chapter and its goals and activities, and for the purpose of obtaining insurance coverage for activities, subject to the following stipulations:

1. All members of the Chapter/group must be members in good standing of the SEAA.
2. The Chapter must be legally authorized to operate in the areas in which it is organized.
3. Chapter formation and the Chapter’s Constitution and Bylaws, including amendments thereto, must meet with the approval of the SEAA Board of Directors.
4. All Chapter activities, other than normal business activities, referring to or using the SEAA name/logo must be approved by the SEAA Executive Committee prior to the activity.
5. Chapter representatives may attend SEAA meetings and functions but representatives have no voting rights and may only serve on SEAA Boards and Committees at the discretion of the SEAA Board of Directors.
6. The SEAA, it’s officers, and directors, bear no responsibility for the liabilities, concerns, actions, or activities of the Chapter.
7. Failure to comply with any of the above will result in Chapter loss of SEAA recognition and use of the SEAA name and logo if the failure is not corrected within 90 days of written notice from the SEAA office.

Approved by Membership: