

# Constitution

## ARTICLE I NAME

The name of this Association, incorporated under the laws of the State of New York, is the Sheet Metal and Air Conditioning Contractors' National Association, Inc., hereinafter called the Association.

## ARTICLE II PURPOSES

The purposes for which this Association is organized are the following:

### **Section 1 - Industry Advancement**

The advancement of the sheet metal industry including all of its specialties (hereinafter referred to as the Industry) through securing the cooperation of the various persons and firms engaged in such businesses, and collecting, correlating and disseminating information of value.

### **Section 2 - Industry Relations**

To establish and maintain high standards of work, and to establish harmonious and proper relations with the members and related organizations.

### **Section 3 - Standards**

To promote, through cooperative effort and published facts, Industry standards to the general public.

### **Section 4 - Industry Representation**

To provide national representation on behalf of the Industry with government, industry groups, labor and the public.

### **Section 5 - Industry Studies**

To initiate, promote and document studies directed toward the solution of present and future problems incident to the Industry.

## ARTICLE III MEMBERSHIP

### **Section 1 - Membership**

Regular Membership in this Association shall be composed of two classes of membership as follows:

- (1) Membership Through A Chapter
- (2) Direct Membership

In addition, the Board of Directors may establish by provisions of the Bylaws, additional affiliated membership in the Association. Provided, however, that such affiliated classifications shall have purposes which are consistent with the purposes of this Association. Affiliates established by the Bylaws shall have no property rights or voting rights, and shall not be eligible for office in this Association.

**Section 2 - Definition of Regular Membership**

Membership through a Chapter - Any Association or group of contractor firms, of good repute, engaged in any phase or phases of the Industry, all the members of which are members of this Association, or who apply simultaneously for membership in this Association, shall be eligible to affiliate with this Association as a chapter thereof by making application for a charter as a chapter of the Association, under the terms and conditions specified in Article III, Section 3.

Subsequent members of the chapter shall become members of this Association when accepted as a member of the chapter.

The jurisdiction of each chapter in terms of geographical territory, or class of business, shall be stated in detail on the application as approved or modified by the Board of Directors. The Chapter shall conform to the Chapter obligations as defined in the Bylaws.

Any chapter charter may be relinquished by the voluntary action of the chapter provided thirty (30) days prior notice of intention of such action is sent by the chapter, by registered mail, addressed to the Chief Executive Officer of the National Association.

Termination of the affiliation of any chartered chapter shall not in any way affect its existence, property, contracts, debts or liabilities as an autonomous entity.

Direct Membership - Any contractor firm of good repute, engaged in any phase or phases of the Industry, and not located in an area served by a Chapter, or if in an area served by a Chapter and approved for Direct Membership, shall be eligible for Direct Membership under the terms and conditions specified in Article III, Section 3.

**Section 3 - Application Procedures for Regular Membership**

Membership through a Chapter -

(1) Applicants shall make application for chapter membership in accordance with the procedures established by the Chapter. When accepted as a chapter member the applicant shall also become a member of this Association.

(2) If the application is for a chapter charter, the applicant shall submit to this Association a Chapter Charter application form and separate membership application forms for all members of the group.

The Chapter Charter application shall be submitted to the Board of Directors with an appropriate recommendation from the Membership Committee. The Board shall vote on acceptance or denial of the application by mail referendum or in session.

Direct Membership -

(1) Applicants shall make application for membership on the application form provided for that purpose.

(2) Direct Membership applications shall be submitted to the Board of Directors with an appropriate recommendation from the Membership Committee. The Board shall vote on acceptance or denial of the application by mail referendum or in session.

(3) The dues and fees to be paid by a Direct Member shall be in accordance with the Bylaws of this Association and shall be paid directly to the national office of the Association.

**Section 4 - Direct Membership in Area Served by Chapter**

Any contractor firm complying with the provisions of Article III, Section 2, applying for Direct Membership in an area served by a Chapter of this Association shall make application in accordance with Article III, Section 3, but the application shall first be submitted to the Chapter for recommendations and comment.

Provided, however, that no contractor firm shall be eligible for Direct Membership in this Association if it maintains a place of business in an area served by a Chapter unless such contractor firm shall have applied for membership in the Chapter in that area, and has not been accepted for membership by the Chapter. The condition requiring denial of membership may be waived by the Chapter. The authority to grant approval and acceptance shall

be vested in the Board of Directors of the Sheet Metal and Air Conditioning Contractors' National Association, Inc.

**Section 5 - Chapter Charter in Area Served by an Existing Chapter**

Any group of contractor firms, complying with the provisions of Article III, Section 2, applying for a Chapter Charter in an area served by an existing Chapter of this Association shall make application in accordance with Article III, Section 3, and the application shall first be submitted to the existing Chapter for recommendation and comment. The authority to grant final approval and acceptance of any Chapter application shall be vested in the Board of Directors of the Sheet Metal and Air Conditioning Contractors' National Association, Inc.

**Section 6 - Suspension-Expulsion**

Any member who becomes delinquent in its financial obligations to the Association or engages in conduct which is against the best interests or declared purposes of the Association may be expelled or suspended at the discretion of the Board of Directors.

When suspension or expulsion of a member for reasons other than financial delinquency is to be considered by the Board of Directors, the member shall be furnished with the allegations in writing by registered mail at least thirty (30) calendar days prior to the Board meeting at which such consideration is scheduled.

The member shall be afforded the opportunity to appear before the Board to present evidence and/or testify in opposition to the proposed suspension or expulsion and may have legal counsel to assist in the presentation.

A Chapter may request suspension or expulsion of a member's national membership if the Chapter has suspended or expelled the member from the Chapter. A copy of the request will be sent by registered mail to the member. The suspension or expulsion shall be automatically granted unless, within thirty (30) calendar days following the mailing of the request, the member asks for a hearing before the Board of Directors for the purpose of showing good cause why the suspension or expulsion should not occur.

An action to suspend or expel a membership for reasons other than financial delinquency must be supported by a minimum of two-thirds of the Board of Directors in attendance at the meeting.

## ARTICLE IV MANAGEMENT

### **Section 1 - Board of Directors**

There shall be a Board of Directors of whom sixteen [16] shall be elected by the Regular Membership as set forth in Article VI of this Constitution. The President, President-Elect, Secretary-Treasurer, Vice President, and Immediate Past President of this Association shall also be voting Directors, ex officio. Up to three [3] additional Directors may be elected to represent the Canadian membership. The Canadian Directors shall not be eligible, however, for any other office within the Association.

The management of this Association shall be vested in the Board of Directors. The Board of Directors shall have authority to make and alter Bylaws of the Association subject only to the right of the Regular Members of the Association at any membership meeting to change or repeal such Bylaws. The Board of Directors shall have authority to designate an executive committee to act on behalf of the Board between meetings of the Board of Directors.

With the exception of the Chief Executive Officer of the Association, in order to serve on the Board of Directors or as an Officer of the Association, an individual must be an owner of, or employed by, a Regular Member of the Association.

### **Section 2 - Board of Directors-Removal of Officers and Directors**

The Board of Directors, by a majority vote, shall have the power to remove any Officer or Director for failure to perform properly the duties of the office, provided said Officer or Director shall have first been afforded an opportunity for a fair and impartial hearing by the Board of Directors at a regular or specially called meeting.

With the exception of the Chief Executive Officer, an Officer or Director shall be automatically removed from office on the date on which the individual is no longer an owner of, or employed by, a Regular Member of the Association.

### **Section 3 - Board of Directors-Unexpired Term Appointment**

In the event any Officer or Director position becomes vacant, by death or resignation, or otherwise, the Board of Directors shall have the authority to fill said office until the next regular election.

**ARTICLE V**  
ANNUAL BUSINESS MEETING

**Section 1 - Place and Date of Annual Business Meeting**

The Annual Business Meeting of the members of this Association shall be held at a time and place to be selected by the Board of Directors.

**Section 2 - Special Business Meeting**

Special Business Meetings of this Association may be called by the President with the approval of a majority of the Board of Directors.

**Section 3 - Annual Business Meeting Quorum**

A quorum for the transaction of business at any Annual or Special Business Meeting shall be those duly authorized delegates present at the meeting.

**Section 4 - Delegates**

Each Direct Member may select, as a delegate, a member of the Executive Committee of this Association, other than the Chief Executive Officer, or any duly authorized chapter delegate.

Each chapter, collectively representing its Regular Members shall send to the Annual or Special Business Meeting a delegate who is a Regular Member of this Association with proper credentials from the chapter. Each chapter shall establish its own rules as to the method of selecting its delegate.

**Section 5 - Voting-Tie Vote**

Each chapter delegate shall be entitled to cast a ballot vote for each Regular Member of the chapter in good standing on all questions brought before the Annual or Special Business Meeting. Delegates selected by Direct Members shall similarly be entitled to vote for the member. The ballot vote of the presiding officer shall not be cast by any delegate.

Voting at the Annual or Special Business Meeting shall be by delegates only.

Each delegate in voting on matters brought before the Annual or Special Business Meeting is entitled to cast both "ayes" and "nays" and may abstain as to any or all votes.

In voting on all matters which shall be brought before the Annual or Special Business Meeting, a simple majority of ballots cast shall prevail. In case of a tie vote, the presiding officer shall cast the deciding vote.

**ARTICLE VI**  
**ELECTION OF DIRECTORS**

**Section 1 - General Provisions**

At each Annual Business Meeting of this Association four (4) Directors shall be elected from the Regular Membership to serve for a term of four (4) years.

In addition, openings among Canadian Directors, if any, will be subject to election at the Annual Business Meeting.

At each Annual Business Meeting, Directors, except Directors ex officio, shall be elected to serve the unexpired terms created by resignation, death or other causes.

Directors having served a term of four (4) years may not be re-elected to succeed themselves, however, a Director elected to fill an unexpired term shall not be barred from subsequent election for a full term.

**Section 2 - Geographical Representation**

Insofar as may be practicable, the Directors shall be selected and elected from the Regular Membership to represent the specialty areas of the Industry and the geographical regions of the country described as follows:

**Eastern Region** - Delaware, District of Columbia, Maine, Maryland, Massachusetts, Connecticut, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, West Virginia, Vermont.

**Southern Region** - Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, New Mexico, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia.

**Western Region** - Alaska, Arizona, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington, Wyoming.

**Midwestern Region** - Colorado, Illinois, Indiana, Iowa, Kentucky, Kansas, Michigan, Minnesota, Missouri, North Dakota, Nebraska, Ohio, South Dakota, Wisconsin.

Canadian Directors shall be selected and elected from the Regular Canadian Membership in the same manner to represent the following:

**Eastern Region** - All territory in Canada east of Ontario.

**Central Region** - The Province of Ontario.

**Prairie Region** - The Provinces of Manitoba, Saskatchewan, and Alberta.

**Western Region** - The Province of British Columbia.

**Section 3 - Nominating Committee**

The Nominating Committee shall consist of ten (10) Regular Members composed of five (5) appointed by the President immediately after the Annual Business Meeting and five (5) nominated and elected by those Regular Members in attendance at the Annual Business Meeting to serve for the ensuing year in preparing a slate to be presented at the next Annual Business Meeting.

The President shall designate one of the committee members as Chair of the Nominating Committee.

The Chair of the Nominating Committee may obtain from the Chief Executive Officer and from other sources, the names of qualified individuals in good Regular Membership standing, to be considered for nomination.

The Nominating Committee, in considering names of qualified candidates, shall follow the qualification set forth in Article VI, Section 2, of the Constitution with respect to geographical representation for the Directors.

**Section 4 - Slate of Directors**

The Regular Membership is to be notified, not less than 120 days prior to the Annual Business Meeting, of Director vacancies to be filled and that the Nominating Committee will receive names and qualifications of the proposed candidates. Not less than 60 days prior to the Annual Business Meeting, the Nominating Committee will convene to prepare a slate to be posted at the next Annual Business Meeting of this Association.

This slate and qualifications of candidates will be sent to the Regular Membership at least thirty (30) days prior to the Annual Business Meeting.



**Section 5 - Nominations-Posting Slate**

The list of candidates for office of Director shall be presented to the Annual Business Meeting by the Chair of the Nominating Committee, and seconded from the floor. Additional nominations, properly seconded, for each office of Director to be filled, shall be accepted from the floor by the presiding officer.

**Section 6 - Taking Office**

The new elected Directors shall take office on the day following adjournment of the annual convention.

**ARTICLE VII  
OFFICERS**

**Section 1 - Officers Vote**

The officers of this Association shall be a President, a President-Elect, a Secretary-Treasurer, a Vice President, and a Chief Executive Officer. Each shall have a vote on matters of business except the Chief Executive Officer.

The President, President-Elect, Secretary-Treasurer, and Vice President shall be elected by the Board of Directors from partners, proprietors, or corporate officers of Regular Member firms of this Association. Officer terms shall begin on the day following adjournment of the Annual Meeting.

The Board of Directors shall establish its own rules, as to the method of conducting nominations and election of Officers.

**ARTICLE VIII  
AMENDMENTS**

**Section 1 - Amendment Procedure**

Amendments may be proposed by any Regular Member or by any Chapter on behalf of its Regular Members.

Amendments proposed must be submitted in writing, to the Board of Directors not later than sixty (60) days prior to the Annual Business Meeting. The Board of Directors shall either approve the amendments for a vote at the next Annual Business Meeting or reject the amendments and notify the proponents thereof, of the rejection.

Amendments rejected by the Board of Directors may be placed before the Annual Business Meeting without previous written announcement, providing that a total

of fifty (50) Regular Members from five (5) different states subscribe to the amendment.

**Section 2 - Announcement to Regular Membership**

A verbatim copy of a proposed amendment shall be mailed to each Regular Member of this Association at least thirty (30) days prior to the next Annual Business Meeting, following approval by the Board of Directors. Notice shall be deemed to have been given as of the date of mailing.

# Bylaws

## ARTICLE I BOARD OF DIRECTORS MEETINGS

### **Section 1 - Quorum**

A quorum for the purposes of a meeting of the Board of Directors shall consist of a majority of the members of the Board.

### **Section 2 - Meetings and Voting - Board of Directors**

Regular meetings of the Board of Directors shall be held at the time of the Annual Convention for the purpose of conducting appropriate business. Regular meetings of the Board shall also be held at the beginning and the middle of each calendar year at a time determined by the President to conduct appropriate business. At least thirty (30) calendar days written notice shall be given to members of the Board of the time and place of a regular meeting.

Special meetings of the Board shall be called by the Chief Executive Officer on instruction of the President or on request of any ten (10) Directors. At least seven (7) calendar days notice shall be given to the members of the Board of Directors of the time and place of a special meeting.

The President, President-Elect, Secretary-Treasurer, Vice President, Immediate Past President, and each Director present at a regular or special meeting shall be entitled to cast one vote on each matter before the Board, provided, however, the Canadian Directors will not be entitled to vote on any matter which does not directly affect Canada relating to labor relations of legislative affairs. An absent Director may in any specific matter cast a vote in advance of the meetings by written instructions to the Chief Executive Officer or the President. No general proxies shall be recognized at meetings of the Board of Directors.

All actions of the Board at a meeting shall be determined by a majority of the votes cast. Provided, however, that the Board may adopt a rule requiring more than a majority vote with regard to any individual item under consideration.

**ARTICLE II**  
**MANAGEMENT-FINANCIAL**

**Section 1 - Fiscal Year**

The fiscal year of this Association shall commence on the first day of January in each year and end on the last day of December of each year.

**Section 2 - Budget**

An annual budget to cover the operations of the Association shall be prepared by the Budget and Finance Committee appointed by the President.

The Budget and Finance Committee shall submit for approval an annual budget to the Board of Directors.

**Section 3 - Audits of Accounts**

The Board of Directors shall annually select a certified public accounting firm who shall audit the books of this Association. This audit shall be prepared as soon after the close of the Association's fiscal year as possible and shall be submitted to the Board of Directors.

**ARTICLE III**  
**OFFICERS**

**Section 1 - Powers and Duties**

The officers shall have the powers and duties usually incident to their several offices and such other powers as may be delegated to them from time to time by the Board of Directors or the Regular Members of this Association.

**Section 2 - President**

The President shall have general supervision over all affairs of the Association, shall preside at all annual and special business meetings, shall be Chair of the Board of Directors and in consultation with the Chief Executive Officer and the President-Elect, shall appoint all committee members. The President shall be an ex officio member of all committees.

**Section 3 - President-Elect**

In the event of absence of the President or inability to perform the duties of the office, the President-Elect shall assume and discharge all duties of the President. The President-Elect is an ex officio member of all committees.

**Section 4 - Secretary-Treasurer**

The Secretary-Treasurer shall have the general supervision over all financial affairs of the Association and shall serve as Chair of the Budget and Finance Committee. In the event of absence of the President-Elect or inability to perform the duties of the office, the Secretary-Treasurer shall assume and discharge all duties of the President-Elect.

**Section 5 - Vice President**

In the event of the absence of the Secretary-Treasurer or inability to perform the duties of the office, the Vice President shall assume and discharge all duties of the Secretary-Treasurer.

**Section 6 - Travel Expense**

Traveling expenses shall be reimbursed to Officers and Directors attending scheduled meetings of the Board of Directors.

Traveling expenses shall be reimbursed to Officers and Directors when attending meetings of committees or on special assignment when such Officers and Directors are members of such committees or are under assignment by the President.

**ARTICLE IV**  
**NATIONAL OFFICE STAFF**

**Section 1 - Location**

The Board of Directors shall determine the location of the national office.

**Section 2 - Staff Management**

The Board of Directors shall employ a Chief Executive Officer as the chief staff officer. The Board shall also establish the duties of the Chief Executive Officer, and fix the terms and conditions of employment.

**Section 3 - Additional Staff**

The Chief Executive Officer shall employ adequate staff necessary to conduct the affairs of the Association in keeping with policy established by the Board of Directors.

**ARTICLE V**  
**COMMITTEES**

**Section 1 - Committee Members**

The President, in consultation with the Chief Executive Officer, and President-Elect, shall appoint or replace the chairs and members of all committees of the Association, and all representatives of the Association to other Associations and groups, in accordance with the program for the year approved by the Board of Directors. All appointments are for four years unless otherwise notified by the President.

**Section 2 - Travel Expense**

Travel expenses shall be reimbursed to members of the committees to which they have been appointed by the President when such meetings are scheduled by official call.

**Section 3 - Executive Committee**

The Executive Committee shall consist of the President, President-Elect, Secretary-Treasurer, Vice President, Immediate Past President, and Chief Executive Officer. The Chief Executive Officer will be a non-voting member of the committee.

The Executive Committee shall assist the President and Chief Executive Officer in carrying out the policies and programs established by the Board of Directors. In addition, the Executive Committee may act in place and stead of the Board of Directors between Board meetings on all matters except those specifically reserved to the Board by the Constitution and Bylaws of the Association. Minutes of the Executive Committee Meeting shall be mailed or presented to the Board of Directors within twenty-one (21) days of said meeting.

Meetings of the Executive Committee may be called by the President or by written request of any three (3) members of the Executive Committee.

Except by unanimous written consent to a lesser notice, at least fourteen (14) days written notice of a meeting shall be given to members of the Executive Committee. A quorum for a meeting shall consist of three (3) members of the Committee.

An Executive Committee meeting may be conducted, or an individual member may participate in such a meeting, by telephone or by any similar communications system which allows all persons participating in the meeting to hear each other at the same time.

## ARTICLE VI DUES

### **Section 1 - Dues Schedule**

The dues and membership fees applicable to Regular Members, Associate Members and Affiliate Members of the Association shall be established by the Board of Directors from time to time. In the event dues or membership fees are changed, written notice shall be given to all affected parties at least thirty (30) calendar days prior to the effective date of the change.

### **Section 2 - Payment of Dues and Fees**

Direct Members shall pay dues and fees direct to this Association's office on the same basis as stipulated in this Section.

On or about the first day of each year, the Chapter shall submit a list of its current members, accompanying the list with a check to cover the membership fee for each firm on the list. Thereafter, the Chapter will remit monthly the current SMACNA hourly dues contribution established by the Board of Directors for all hours worked by all productive employees of each contractor member firm. The SMACNA hourly dues requirement will be satisfied if a member contributes the same hourly amount to the Industry Fund of the United States.

Chapters located in an area where the collective bargaining agreement requires contributions to a local sheet metal industry and/or promotion fund, but does not expressly provide for contributions to the Industry Fund of the United States on behalf of all contractors bound by the provisions of such agreement, shall be required to remit the applicable hourly rate to this Association for all hours worked by all productive employees of all firms that have authorized the Chapter to negotiate on their behalf. Chapters shall also be required to remit the applicable hourly rate to this Association for all hours worked by all productive employees of all other firms that have negotiated a collective bargaining agreement requiring contributions to a local sheet metal industry and/or promotion fund, unless the written provisions of such collective bargaining agreement expressly provide that there shall be no contribution to the Industry Fund of the United States. These requirements will be satisfied if the local industry fund contributes the same amount to the Industry Fund of the United States.

For purposes of this section, "productive employees" is defined as all employees performing work included in Article I of the Standard Form of Union Agreement. This definition includes employees of all levels of skill and all classifications as long as they are engaged in such work.

**Section 3 - Dues Delinquency**

Any member whose dues remain unpaid ninety (90) days after the due date shall be deemed to be in arrears and shall not be eligible for the benefits of membership thereafter. The due date shall be the twentieth (20th) day of the succeeding month.

Extenuating circumstances may be submitted in writing to the Board of Directors who shall consider the circumstances and approve or deny extension of membership for a specified length of time.

In case of a member becoming in arrears or a member who has been suspended or expelled, reinstatement shall be optional with the Board of Directors.

**Section 4 - New Member Fees Payment**

All new Regular Members and Affiliate Members are required to pay one full year's membership fee upon application and, thereafter, a pro rata amount to have future payments coincide with the annual January 1 due date.

**ARTICLE VII**  
**CHAPTER OBLIGATIONS**

**Section 1 - Chapter Jurisdiction**

The jurisdiction of each Chapter in terms of geographical area served and class of business shall be as established from time to time by the Board of Directors. The geographic area and limitations as to particular class of business may be reviewed and changed by the Board of Directors.

**Section 2 - Additional Chapters in Area**

No group shall be granted a charter as an additional Chapter in an area unless seventy-five percent (75%) of the group making the application, in accordance with Article III, Section 3, of the Constitution, are engaged primarily in the specified type of work covered in the application, and the application shall first be submitted to the existing Chapter for recommendation. The application shall then be subject to approval by the Board of Directors of this Association.

**Section 3 - Chapter Constitution and Bylaws**

Each chapter shall keep on file with this Association a current copy of its Constitution and Bylaws and a list of the members, with addresses, and such Constitution and Bylaws shall not be in conflict with the basic purposes of this Association's Constitution and Bylaws.



**Section 4 - Statistical Information**

Each chapter shall obtain from its members and furnish to this Association such statistical information as may be requested by this Association.

**Section 5 - Chapter Charter Revocation**

The charter of any Chapter may be suspended or revoked for engaging in conduct which is against the best interests or declared purposes of the Association.

When suspension or revocation of a Chapter charter is to be considered by the Board of Directors, the Chapter shall be furnished with the allegations in writing by registered mail at least thirty (30) calendar days prior to the Board meeting.

The Chapter shall be afforded the opportunity to appear before the Board and to present evidence and/or testify in opposition to the proposed suspension or revocation and may have legal counsel to assist in the presentation.

An action to suspend or revoke a Chapter charter must be supported by a minimum of two-thirds of the Board of Directors in attendance at the meeting.

Upon revocation of the charter of any Chapter, all Chapter rights and privileges shall terminate. The Chapter shall immediately cease identifying itself with the Association. Revocation shall not affect, however, the existing property, contracts, debts or liability of the Chapter as a local organization.

**Section 6 - Direct Membership**

A contractor firm applying for Direct membership in this Association who has a place of business in an area served by a Chapter will be ineligible for membership in accordance with Article III, Section 4, of the Constitution unless such contractor firm has applied for membership in the Chapter and been rejected. The Association shall notify such an applicant of this requirement. Should an applicant thereafter apply for membership in the Chapter, the Chapter shall act upon the application within sixty (60) days and advise the Association within said time if the application is rejected. The Board of Directors of this Association may thereafter consider the application on the basis of a Direct membership in this Association.

**Section 7 - Chapter Documents**

Each Chapter shall submit to this Association a copy of its local labor agreement, addenda, letters of agreement, and all other documents relating to the agreement, within ninety (90) days after agreement has been reached.

**ARTICLE VIII**  
STATE ASSOCIATION AFFILIATION

**Section 1 - Application**

This Association will allow, upon application, the use of its name by eligible state associations for identification purposes only.

Upon receipt, applications shall first be submitted to the existing chapters within that state for recommendations and comment. Final authority to grant approval and acceptance or withdrawal of the rights and privileges shall be vested in the Board of Directors.

**Section 2 - Eligibility**

State associations considered eligible shall be those comprised of at least two officially chartered chapters of this Association. In addition, a minimum of 75% of the state association member firms must be members of this Association.

**Section 3 - Use of National Association Name**

The identification can be used only when the activity involved pertains to the Industry; the activity involved is not in conflict with the purposes, goals, activities, Constitution and Bylaws of this Association; the activity represents the best interest of a substantial majority of this Association's members in that state; and the state association and/or activity involved does not in any way replace, substitute, undermine, destroy, or take away from the functions of membership in potential or officially chartered chapters in that state. The use of this Association's identification in this manner does not have, nor will it accrue, any property or voting rights.

The state association shall use the name of this Association in the format established by this Association's Board of Directors.

**Section 4 - Withdrawal**

Withdrawal of the rights and privileges pertaining to the use of this Association's name may be requested by at least two officially chartered chapters in that or any adjoining state. The final authority in determining the withdrawal of such rights and privileges is vested in this Association's Board of Directors.

**ARTICLE IX**  
ASSOCIATE AND AFFILIATE MEMBERSHIP

**Section 1 - General**

Associate membership in this Association may be available to any person, firm or corporation engaged in selling products and/or services to the contractor membership of this Association. Associate membership is offered to those firms who are interested in furthering the objectives and goals of the Industry.

**Section 2 - International Firms**

Contractor firms from countries other than the U.S. and Canada shall become Affiliate International Contractor Members upon approval of the Board of Directors. The authority to grant final approval and acceptance shall be vested in the Board of Directors.

**Section 3 - Fee Schedules**

Due to the diversity of these Associate Members, the Board of Directors is authorized to establish more than one classification and a fee schedule for each classification.

**Section 4 - Dissolution**

This Association reserves the privilege to dissolve any or all classifications of Associate and Affiliate membership at any time provided notice of such intent to dissolve has been given, in writing, to the Associate or Affiliate Members thirty (30) days prior to the dissolution.

**ARTICLE X**  
Use of SMACNA Logo

The only SMACNA logos to be authorized for use by Regular Members, Associate Members and Affiliate Members shall be the ones authorized by SMACNA.

The logo may be displayed in a place of business, on company stationery and brochures. The logo shall not be displayed on any product. It shall not be used in any way that would imply approval or endorsement of products. Any misuse of the logo may result in loss of membership.

Upon termination of membership in this Association, said firm shall immediately cease any further use of the logo.

**ARTICLE XI**  
ANNUAL CONVENTION

**Section 1 - Date and Place**

The date and place for each annual convention of this Association shall be determined by the Board of Directors. The Board of Directors may, at its discretion, determine the dates and locations as far in advance as may be necessary.

**ARTICLE XII**  
ANNUAL MEETING

**Section 1 - Delegates**

Each Direct Member shall select at his or her option one delegate and one alternate, each of whom must be a voting member of the Executive Committee of this Association or any authorized chapter delegate.

Each chapter shall select one Regular Member to serve as a delegate plus a first and second alternate to that delegate.

All delegates shall be Regular Members of this Association.

**Section 2- - Notice and Forms**

Notice of the time and place of each Annual Business Meeting shall be sent by this Association to each Regular Member at least ninety (90) days prior to such meeting. Notice of the time and place of a Special Business Meeting shall be sent by this Association to each Regular Member at least ten (10) days prior to such meeting.

This Association shall mail to all Direct Members and chapters at least ninety (90) days prior to each Annual Business Meeting credential forms to use in indicating their delegates and alternates. Delegate forms for any Special Business Meeting shall be made available to Direct Members and chapters as soon as possible but prior to the meeting.

Members and Chapters are strongly encouraged to submit delegate forms to the National Office, on forms provided by the National Office, no later than forty-five (45) days prior to the Annual Business Meeting. The forms will designate their selection of delegates and alternates in order of preference. Delegate forms will, however, be considered properly submitted if they are delivered to the Credentials Committee at the Convention Registration Counter prior to noon on the first day of the Convention.

Each chapter shall be advised by this Association at least ninety (90) days prior to the Annual Business Meeting, and as soon as possible prior to a Special Business Meeting, of the number of votes to be cast by that chapter corresponding to the Regular Members in good standing at a predetermined date to be established by the Executive Committee.

Each Direct Member and chapter shall return the credential forms to this Association as soon as possible prior to any Special Business Meeting.

**Section 3 - Delegate Registration**

At each Annual or Special Business Meeting, authorized delegates shall register with the Credentials Committee in order to receive approved credentials to be used in voting.

**ARTICLE XIII  
RULES OF ORDER**

*Robert's Rules of Order* shall govern the transaction of all business at any meeting convened pursuant to the Constitution and Bylaws of this Association.

**ARTICLE XIV  
COUNCIL OF CHAPTER REPRESENTATIVES**

**Section 1 - Organization**

There shall be a Council of Chapter Representatives which shall consist of no more than two (2) representatives from each chapter. One representative of each chapter shall be a Regular Member of the chapter, the other representative of each chapter may be either a Regular Member or the duly authorized Chapter Executive.

**Section 2 - Duties**

The Council of Chapter Representatives shall serve to implement this Association's policies and programs at the chapter level, to interchange information on chapter activities and programs, and to inform the Board of Directors concerning chapter needs and problems.

**Section 3 - Officers**

The Council of Chapter Representatives shall elect its Chair and such other officers as may be necessary and such officer(s) shall serve a term of one (1) year.

**Section 4 - Meetings**

The Council of Chapter Representatives shall meet twice a year. The meetings shall be held not less than thirty (30) days prior to this Association's Board meetings.

Special meetings of the Council may be called by the Chair with the consent of or on the petition of 25% of the Chapters.

**Section 5 - Voting**

Each chapter shall have one (1) vote. The vote shall be cast by the Regular Member representative of the chapter to the Council if present. If no Regular Member is present, the vote shall be cast by the duly authorized Chapter Executive.

**ARTICLE XV  
OBLIGATION**

**Section 1 - Agreement**

Each member shall, as a prerequisite to becoming a member of this Association, accept this Constitution and Bylaws.

**Section 2 - Identification**

Each applicant, upon being accepted as a member of this Association, shall be provided with a copy of the Constitution and Bylaws.

**ARTICLE XVI  
AMENDMENTS**

These Bylaws and any article or section contained therein may be revoked or amended or modified by a majority vote of the Board of Directors. Also, these Bylaws and any Article or Section contained therein may be revoked or amended or modified at the Annual Business Meeting of this Association by a majority vote of the delegates present entitled to vote.