

**CONSTITUTION AND BY LAWS OF NESDA**

**THE NEW ENGLAND STEEL DETAILERS ASSOCIATION**

**CONSTITUTION**

Aims and purposes.

The aim of NESDA shall be to create a better understanding and bond between individuals engaged in the steel fabrication industry and to eliminate practices, which are injurious to the industry. It is the intention of this organization to establish, maintain and uphold proper standards for the steel detailer in his capacity as an individual workman and in his relation to other members of the construction industry. This organization is dedicated to the principle that the steel detailer is a professional, who by virtue of his education, training and experience, is a vital part of the construction industry and that his importance to the industry must be recognized.

**ARTICLE I Name.**

Section 1. This organization shall be known as the New England Steel Detailers Association (NESDA).

**ARTICLE II Organization and Definitions.**

Section 1. The Constitution and by-laws of NESDA shall be collectively known as the by-laws.

**Article III Membership.**

Section 1. In General. Membership in NESDA shall be available to those who meet the qualifications hereinafter set forth in the by-laws of NESDA and comply with the procedural requirements of NESDA.

**Article IV Standards of Practice.**

Section 1. NESDA shall, from time to time, adopt a code or codes which shall be standards of practice for its members, and it may, from time to time, recommend other policies complying with sound practice and custom, but such practices and policies shall not be made mandatory.

**Article V Restriction on Members.**

Section 1. Governmental and Judicial Proceedings. No member shall, without prior consultation with, and approval by the Board of Directors, file any application or other legal document or institute, or voluntarily participate as a party in any legal or administrative proceeding, in the name of NESDA in any court or before any administrative body, at any governmental level.

Section 2. Use of Name Restricted. Admission to membership in NESDA of any member shall constitute consent and agreement that upon termination of membership, whether voluntary or involuntary, such member will cease to use the name NESDA or variations thereof, and will otherwise avoid the use of words or conduct which convey the impression of its being affiliated with NESDA.

**Article VI Meetings.**

Section 1. Annual Meetings. There shall be an annual meeting of NESDA for the election of officers, directors and committees, and the transaction of other business. Such annual meetings shall be held on the third Wednesday in March of each year commencing with the year 2011. (Rev. 6/23/2010)

Section 2. Special Meetings. The president may call a special membership meeting at any time upon seven- (7) day's notice, which notice shall indicate the purpose of the meeting.

#### Article VII Authority.

Section 1. The legislative and policy making authority of the NESDA shall be vested in the Board of Directors subject to review by the membership.

#### Article VIII Officers.

Section 1. In General. The elected officers of NESDA shall be a President, a Vice-President, and a Secretary/ Treasurer. (Rev. 6/23/2010)

Section 2. Election and Terms. The officers of NESDA shall be elected at the annual meeting by a plurality vote and shall take office immediately upon being elected. The officers so elected shall serve a term of two (2) years following the date of their election and until their successors in office have been elected and qualified. No officers, except the Secretary/ Treasurer, shall be eligible to serve more than two (2) successive terms in the same office. No officer shall hold more than one elective office at the same time.

Section 3. Vacancy. Vacancies in any office shall be filled by majority vote of the Board of Directors; the person so elected shall serve until the next annual meeting of the membership at which time his successor shall be elected to serve the balance of the term.

#### Article IX Board of Directors.

Section 1. In General and Voting. Board of Directors shall be made up of five (5) members, who shall consist of the three- (3) officers of NESDA, a past President and one additional voting member. (rev. 6-23-2010)

Section 2. In General and Voting. This Constitution may be amended, repealed or altered in whole or in part by a two-third (2/3) vote of the members present at an annual or special meeting. The by-laws may be amended, repealed or altered in whole or in part by a majority vote of the members present at an annual or special meeting.

Section 3. Notice. Any proposed change in the Constitution or by-laws shall be mailed or emailed to each member of NESDA at least twenty (20) days before the time of the meeting, which is to consider the change. (Rev. 6/23/2010)

#### Article XI Miscellaneous.

Section 1. Property Rights. No member shall have any right, title or interest in the property of NESDA, nor shall any income or earnings of NESDA inure to the benefit of any member, except for services actually rendered. Upon dissolution of NESDA its property shall be distributed to NESDA members proportionately.

#### Article XII Constitutional Ratification.

Section 1. This Constitution and by-laws shall immediately take effect upon being ratified by a two-third (2/3) vote of the organization.

## By-Laws

### Article I Membership.

Section 1. Admission. An applicant shall be admitted to membership in NESDA by the Board of Director's acceptance of such member's application for membership.

Section 2. Eligibility. Membership may be granted by the Board of Directors to any firm, partnership, corporation, association or individual as long as they have been doing business as a steel detailing company for a minimum period of one (1) year as documented by such records as required by the Board of Directors. Each applicant for membership shall make formal application for membership to NESDA. Such applications shall include the applicant's written endorsement to NESDA's Code of Ethics and Standards, and his / her agreement to conform to, recognizing that violation thereof shall be dealt with by the Executive Committee whose powers are hereinafter described.

Section 3. Classes of Membership are Member (as defined in Article 1 Section 2.). Affiliate Member (defined as an Individual steel detailer who is employed within the steel industry). Associate Member (defined as any company or Individual involved in the steel or related industry).

Section 4. Good Standing. A member shall be deemed in good standing and shall so remain, upon its satisfying the requirements of this Constitution and these by-laws as to membership and timely payment of the initiation fees and dues, and attends a minimum of two (2) meetings a year.

Section 5. Termination of Membership. The Executive Committee, by affirmative vote of two-thirds (2/3) of all of the members of the Executive Committee, may suspend or expel a member for cause after an appropriate hearing, and by a majority vote of those present at any regular constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in violation as set forth in Section 4, of these by-laws.

Section 6. Reinstatement. Upon written request, signed by a former member and filed with the Secretary, the Executive Committee, by the affirmative vote of two-thirds (2/3) of the members present at a regular constituted meeting, may reinstate such former member to membership upon such terms as the Executive Committee may deem appropriate.

Section 7. Transfer of Membership. Membership in NESDA is not transferable or assignable.

### Article II Meetings.

Section 1. Place of Meeting. All meetings of members shall be held at such place as designated by the Board of Directors, or by membership at a regular meeting.

Section 2. Annual Meeting. At such meeting the President, Vice-President and Secretary/ Treasurer shall be elected, reports of the affairs of NESDA shall be presented and considered, and any other business may be transacted which is within the power of the members. (Rev. 6/23/2010)

Section 3. Special Meetings. Special meetings may be called for any purpose by the Board of Directors or by not less than one-fifth (1/5) of the members of NESDA.

Section 4. Voting. Each firm in good standing shall be entitled to cast one vote.

Section 5. Quorum. The presence of twenty-five percent (25%) of the active members at any duly called and held meeting shall constitute a quorum. The members present at a duly called and held meeting at which a quorum is present, may continue to do business notwithstanding the withdrawal of enough members to leave less than a quorum.

#### Article III Fees, Dues, and Assessments.

Section 1. Dues. Dues and assessments shall be fixed and established from time to time by the Executive Committee. For purposes of dues and assessments, members may be classified, and dues and assessments may be established for each class by the Executive Committee.

Section 2. Default. If any member is in default in payment of his fees, dues or assessments for a period of ninety (90) days, his membership shall be suspended and he shall be so notified in writing by the treasurer, if full payment is not made within ninety (90) days after the sending of the notice of suspension, the Executive Committee shall cause the members name to be stricken from the roll of members and shall give such former member notice of striking.

Section 3. Reinstatement. Any member suspended or any former member whose name has been struck, may within two (2) years of such suspension or striking, apply to the Executive Committee for reinstatement to good standing by written request and tender of all dues, fees, or assessments due and payable at the date of said request, including all dues, fees and assessments for which such person would have become obligated had he remained at all times in good standing. Reinstatement shall rest within the discretion of the Executive Committee.

#### Article IV Board of Directors.

Section 1. Authority. The control and management of the property, affairs and concerns of NESDA shall be vested in a Board of Directors, subject to review by the membership.

Section 2. Meetings.

a. Regular Meetings. The Board of Directors shall meet regularly at annual or more frequent intervals and at such time, manner and places as the Board may determine.

b. Special Meetings. A special meeting of the Board may be called at any time and place by the President, and shall be called by him upon the written notice of each meeting of the Board.

c. The Secretary/ Treasurer shall give to each Director not less than five (5) days written notice of each meeting of the Board, whether regular or special. (Rev. 6/23/2010)

Section 3. Manner of Acting. The action of a majority of the Board of Directors shall be the act of the Board of Directors.

Section 4. Compensation. No Director shall receive, directly or indirectly, any salary, compensation or emolument from NESDA.

Section 5. Absence. Should any member of the Board of Directors absent himself unreasonably from three (3) consecutive meetings of the Board, such member may be removed by the affirmative vote of the Board of Directors; however, no such member may be removed until a notice is sent to him, by registered mail, to attend a meeting of the Board of Directors, at a time and place therein specified for the purpose of explaining his absence.

Section 6. Special Actions in the Name of NESDA. The Board shall have authority to take appropriate action in the name of NESDA, with respect to specific public issues of immediate and paramount importance where circumstances do not permit reference of the proposed action to the next regular meeting. Whenever feasible, each member shall first be consulted to ascertain whether there is any substantial disagreement with the proposed action.

Section 7. Publication. All forms of publication sponsored by NESDA shall be authorized and distributed to the Board.

Section 8. Duties. The Board shall institute policy, make recommendations to all members, prepare and submit an agenda and proposed budget at the annual meeting, keep records, submit reports and distribute the minutes of each of their meetings to members of NESDA.

Section 9. Chairman. The President of NESDA shall preside as chairman of the Board of Directors.

Section 10. Vote. Each director shall have one (1) vote.

Section 11. Admission of Members. The Board of Directors shall establish a procedure for the admission of the members of NESDA.

#### Article V Officers.

Section 1. President. The President shall preside at all meetings of NESDA and the Board of Directors. He shall have all the duties incident to such office.

Section 2. Vice-President. The Vice-President shall exercise the power and perform the duties of the president in case of his death, resignation, absence or other incapacity. Should the President and the Vice-President die, resign, be absent or be incapacitated, the membership shall elect an ex-president or director who shall exercise for the time of incapacity the powers and duties of the President. The Vice-President shall assist the President in his duties and shall be an ex-officio member of all committees.

Section 3. Secretary. The Secretary shall keep an accurate record of all meetings of NESDA and of the Board of Directors. He shall preserve the membership lists and have charge of communications to members. He may delegate such portions of his work to the Executive Director as he sees fit.

Section 4. Treasurer. It shall be the duty of the Treasurer to keep an accurate and correct account of all receipts and expenditures. The Treasurer shall keep all books belonging to his office, which shall at all, times be open to the inspection and examination of the President and the Board of Directors. He shall deposit all moneys received by him, in the name of NESDA, in the bank as directed by the Board of Directors and maintain such other accounts as ordered by the Board of Directors from time to time. All funds of NESDA shall be deposited or invested in such Bank, Banks or Securities as are guaranteed by any agency of the United States of America.

Section 5. Checks. All checks of 10% of the annual budget, or more, shall go through a voucher system. The voucher shall be signed by two members of the board plus the treasurer, or approved by the membership at a regular or special meeting. All checks or other instruments for the withdrawal of funds of less than 10% of the annual budget shall be signed by one of the following: the Treasurer, the President, or the Vice-President. (rev.6-15-06)

Section 6. Replacement of Officers.

a. Vacancies. In the event of the removal by death, disability or resignation of an officer, the Board of Directors shall elect a successor to serve until the next annual meeting, except as set forth in Article V, Section 2.

b. Removal. Any officer may be removed from office for cause by a two-thirds (2/3) vote of the Board of Directors at a regular or special meeting, provided notice of such proposed removal was contained in the notice of such meeting.

Section 7. Appointed Officers. The Board of Directors may from time to time appoint such additional officers as it may deem advisable, specifying their duties; all such officers to hold office at the pleasure of the Board.

#### Article VI Nominations.

Section 1. Nominating Committee. The President shall appoint a nominating committee composed of not less than three (3) members. The President shall designate a Chairman. The Committee shall be appointed prior to the meeting at which an election is to be held and all members shall be promptly notified of the appointments and of the name and address of the Chairman.

Section 2. Nominees. The members of NESDA may submit names of nominees for office to the Committee. The Committee shall select a slate of candidates for office, which selection need not be limited to the nominees submitted by the members. Each member may present its own slate of candidates for office.

Article VII Executive Director. There may be an Executive Director who may be appointed by the Board of Directors on such terms as the Board may determine, and he shall be directly responsible to the Board, and when the Board is not in session, to the President. The headquarters of NESDA shall be maintained in his office. The Executive Director shall perform duties as may be delegated to him by the Board of Directors. His records and correspondence, except which relate to the qualifications of candidates for membership, shall at all reasonable times be open for inspection by members of the Board of Directors.

#### Article VIII Committees.

Section 1. Committees. Committees shall be appointed from time to time by the President, subject to the approval of the Board of Directors, and shall have such duties as shall be specified by the Board.

Section 2. Power of Committees. All proposed actions, findings, and recommendations of the committees shall be submitted to the Board of Directors for approval or disapproval.

#### Article IX Miscellaneous.

Section 1. Fiscal Year. The fiscal year of NESDA shall commence on June 1 and end on the following May 31.

Section 2. Audit. Financial Statements for NESDA will be prepared by the Treasurer within two months following the end of the fiscal year. The Board of Directors shall conduct an audit of the financial statements before distributing copies to all members within four months following the end of the fiscal year. (rev. 6-15-06)

Section 3. Dissolution of NESDA. In the event NESDA is dissolved all records will be retained and stored by the current president. Any funds remaining in any NESDA accounts will be distributed to a charitable organization selected by a majority of the Board of Directors.

Section 4. Disclaimer of Liability. The association shall indemnify and hold harmless each person who is now or shall hereafter serve as a director, officer, employee or agent of the association from and against any and all claims

and liabilities, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of having heretofore or hereafter been a director, officer, employee or agent of the association, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by such director, officer, employee or agent, and shall reimburse each such person for all legal and other expenses (including the cost of settlement), reasonably incurred by him in connection with any such claim, liability, suit, action or proceeding; provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, costs or expenses incurred in connection with any claim or liability or threat or prospect thereof, based upon or arising out of that person's own negligence, or the willful misconduct of that person's duties as such director, officer, employee or agent. The final and conclusive determination of all questions as to the existence of negligence or willful misconduct as to the right of indemnification and reimbursement hereunder, and the reasonableness of such costs and expenses, may be made by the Board of Directors acting at a meeting at which a quorum is unaffected by self-interest (notwithstanding that other members present but not voting may be so affected). The rights accruing to any person under the provision of this section shall not exclude any other right to which that person may be lawfully entitled, nor shall anything herein contained restrict the right of the association to indemnify or reimburse such persons in any case even though not specifically provided for herein.