



SMACNA – KC

**Sheet Metal and Airconditioning
Contractors National
Association – Kansas City**

BY-LAWS

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A current listing of SMACNA-KC officers, directors, trustees and committee members can be obtained by contacting the SMACNA-KC office at (816) 421-3360. This information, along with the current calendar of events, news and much more can also be found by visiting our website at www.smacnakc.com.

SMACNA-KC STRATEGIC PLAN

VISION

Association of industry leaders that establish, produce, and implement the highest industry standards.

MISSION STATEMENT

Provide and promote industry leadership through education, safety, communication, and standards.

VALUES

- Provide a qualified and safe workforce.
- Identify new products, trends, and markets.
- Improve productivity through education and training.
- Promote public awareness and differentiation of SMACNA's work.
- Promote SMACNA standards and programs.

Vision describes where an organization is headed, what it intends to be, or how it wishes to be perceived.

Mission Statement refers to the overall function of organization. The mission answers the question: "What is the organization attempting to accomplish?" The mission might define customers, stakeholders, or market served; distinctive competencies; or technologies used.

Values refer to the guiding principles and behaviors that embody how the organization and its people are expected to operate. Values reflect and reinforce the desired culture of an organization. Values support and guide decision-making that helps the organization to accomplish its mission and attain its vision in an appropriate manner.

SMACNA ANTITRUST COMPLIANCE POLICY AND PROCEDURES

It shall be the policy of the Sheet Metal and Air Conditioning Contractors' National Association (hereinafter "Association") to be in strict compliance with all Federal and State Antitrust laws, rules and regulations. Therefore:

1. These policies and procedures apply to all membership, board, committee and other meetings sponsored by the Association, and to all meetings attended by representatives of the Association.
2. Discussions of prices or price levels are prohibited. In addition, no discussion is permitted of any elements of a company's operations which might influence price such as:
 - a. Cost of operations, supplies or services;
 - b. Collusive bidding or restrictions on bidding practices
 - c. Terms of sale including credit arrangements; and,
 - d. Profit margins and mark ups.

Provided that the limitation in paragraph 2 shall not prohibit discussions of methods of operation, maintenance, and similar matters for the purpose of improving the member's business operations.

3. It is a violation of Antitrust laws to agree not to compete; therefore, discussions of division of territories or customers or limitations on the nature of business carried on or products sold are not permitted.
4. Boycotts in any form are unlawful. Discussion relating to boycotts is prohibited, including discussions about blacklisting. Association services which are of competitive benefit will be made available to non-members.
5. Reasonable and objective criteria will be used to determine membership in the Association. Expulsion of a member will be based on justifiable grounds and members will be given due process rights before being expelled.
6. It is the Association's policy that all meetings attended by representatives of the Association where discussion can border on an area of antitrust sensitivity, that the Association's representative request that the discussion be stopped and ask that the request be made a part of the minutes of the meeting being attended. If others continue such discussion, the Association's representative should excuse himself from the meeting and request that the minutes show that he left the meeting at that point and why he left. Any such instances should be reported immediately to the President and staff of the Association.

7. It is the Association's policy that a copy of these Antitrust Compliance Policies and Procedures be given to each officer, director, committee member, official representative of member companies and Association employees annually and that the same be read, or understood at all meetings of the membership of the Association

Adopted by the Board of Directors of the Association on July 17, 2001.



SMACNA-KC BYLAWS

Adopted 1950
Restated April 1956
Restated November 7, 1960
Restated August 1, 1962
Restated September 3, 1968
Restated February 7, 1972
Restated March 11, 1974
Restated November 20, 1975
Restated March 5, 1981
Restated March 1, 1990
Restated March 18, 1991
Restated March 19, 2003
Restated November 17, 2010

ARTICLE I – OFFICES

- 1.1 **Offices:** The Association shall have such office or offices within or without the state of Missouri at such place or places as the Board of Directors may from time to time determine.

ARTICLE II - PURPOSES

- 2.1 **Purposes:** The Association is organized exclusively as a business league of persons in the Sheet metal Industry for the Promotion of common business interests and improvement of business conditions of its members. No part of the earnings of which shall inure to the benefit of any stockholder or individual. The purposes for which this Association is organized are as follows:
- 2.2 **Industry Advancement:** To advance the Sheet Metal Industry including all of its specialties (herein after 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. To provide for affiliation with the Sheet Metal and Air Conditioning Contractors' National Association, Inc. a New York not-for-profit corporation, (hereafter "SMACNA National").
- 2.3 **Safety:**
- a. To encourage safe work practices within the Sheet Metal Industry.
 - b. To provide safety training for contractors and their employees.
 - c. To establish safety programs
 - d. To educate contractors regarding safe work practices within the Sheet Metal Industry.
- 2.4 **Education and Studies:**
- a. To arrange for and promote meetings of Sheet Metal and Air Conditioning Contractors for educational and training purposes.
 - b. To study and institute programs which will make it possible for the Industry to be of greater service to the public.
 - c. To initiate, promote and document studies directed toward the solution of present and future challenges incident to the Industry.
- 2.5 **Standards:**
- a. To promote, through cooperative effort and published facts, Industry Standards to the general public.
 - b. To improve such Industry Standards whenever necessary to keep pace with the new developments in the Industry, including, but not limited to, the development of codes on a local, state and national basis.
- 2.6 **Marketing:**
- a. To engage in such public relations, education, and marketing programs as are necessary to develop and increase consumer awareness and demand in the Industry so as to maintain maximum job opportunities and study business activity.

- b. To encourage sound business methods tending to raise the standing of contractors generally in the business world.
 - c. To promote and improve relations between Sheet Metal Contractors and other Construction related industry groups and associations.
- 2.7 Labor Relations:**
- a. To promote the recognition and exercise the right of employers to bargain collectively.
 - b. To promote sound labor relations on the basis of labor and management partnership in the public interest.
 - c. To strive for harmonious and economically justifiable relations with employees.
- 2.8 Public Relations:**
- a. To establish and maintain high standards of workmanship, and to establish harmonious and proper relations with the Regular Members, Associate Members (if any) and related organizations.
 - b. To support or oppose pending legislation and regulations at the local, state and/or national levels.
 - c. To be actively involved in the business community, representing the Industry with the highest professionalism and leadership.

ARTICLE III – REGULAR MEMBERS

- 3.1 Regular Members:** Any individual, business entity, partnership, corporation, or firm which is signatory to any Collective Bargaining Agreement with the Sheet Metal Workers International Association, or any affiliated local thereof may become a Regular Member of this Association. The Board of Directors shall have sole authority to determine qualifications for Regular Membership in this Association.
- 3.2 Voting Rights:** Each Regular Member, in good standing, shall be entitled to one vote on each matter submitted to a vote of the Regular Members. Each Regular Member firm shall designate one representative who shall be entitled to one vote on each matter submitted to a vote of the Regular Members at any meeting of Regular Members.
- 3.3 Application for Regular Membership:** An applicant for Regular Membership in the Association shall file an application with the Association office on such forms as provided by the Association. Each applicant shall subscribe to and agree to be bound by the Bylaws of this Association in effect as of the date of acceptance into membership, or as the same may thereafter be amended.
- 3.4 Duties of Regular Members:** It shall be the duty of each Regular Member of this Association to attend regular membership meetings and to cooperate with the Directors for the purpose of attaining and effecting the objectives of the Association.
- 3.5 Annual Dues:** The Annual Dues for this Association shall be as established from time to time by the Board of Directors, and shall be payable at such times as determined by the Board of Directors.

3.6 Termination or Suspension of Membership:

- a. Any Regular Member of the Association may tender its resignation by filing with the Association its resignation in writing and paying in full, all financial obligations of record. Any member of the Board of Directors who is an employee, officer, shareholder, or principal of a Regular Member who resigns shall be deemed to resign as a Director, if so serving.
- b. Any Regular Member who is delinquent in its dues, or has violated a rule of the Association, or who is guilty of any conduct inimical to the welfare of the Association, may be suspended or expelled. The Board of Directors shall give any Regular Member who is the subject of the proposed action fifteen (15) days prior notice of the proposed expulsion, suspension, or termination and the reasons therefore. Said notice shall be sent by first class or registered mail to the Regular Member at the last address of the Regular Member shown on the Association's records. The Regular Member may submit a written statement to the Board regarding the proposed action not less than five (5) days before the effective date of the proposed expulsion, suspension, or termination. Prior to taking the proposed action, the Board shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein. The decision to suspend or terminate the membership of a Regular Member shall require a 75% vote of the entire Board of Directors and shall be final when made.
- c. Any fully paid-up Regular Member terminated from the Association shall receive a prorated refund of dues or assessments already paid.
- d. A suspended Regular Member shall not be entitled to exercise any of the voting rights set forth in Article III herein. Any Regular Member suspended from the Association may be reinstated upon the removal of the cause of suspension by majority vote of the Board of Directors at the meeting at which reinstatement is acted upon.
- a. **Membership in SMACNA National:** Each Regular Member of this Association will automatically become a member of SMACNA National, unless this Association terminates its relationship with SMACNA National. Termination of this Association's relationship with SMACNA National can only be made upon a recommendation by a majority vote of the entire Board of Directors of this Association and approved by a vote of 90% of the Regular Members present at a meeting of this Association specially called for this purpose. At least 10 days written notice of such a specially called meeting must be given to all Regular Members of this Association.

ARTICLE IV – ASSOCIATE MEMBERS

- 4.1 **Associate Membership:** The Board of Directors of this Association may, at any time and from time to time, designate and recognize persons, firms or organizations as Associate Members of this Association, on the basis of such criteria as the Board of Directors may from time to time determine and

may extend to such persons, firms or organizations such privileges as the Board of Directors may from time to time determine, including attendance at meetings of this Association.

ARTICLE V – MEMBERSHIP MEETINGS

- 5.1 **Meeting Place:** All meetings of the Regular Members shall be held at the principal place of business of the Association, or at such other place as shall be determined by the Board of Directors, and the place at which any such meeting shall be held shall be stated in the notice of the meeting.
- 5.2 **Annual Meeting Time:** The annual meeting of the Regular Members for the election of Directors and for the transaction of such other business as may properly come before the meeting shall be held each year at a time and place designated by the Board of Directors.
- 5.3 **Annual Meeting Order of Business:** At the annual meeting of the Regular Members, the order of business shall be as established by the Board of Directors, and shall include the election of Directors.
- 5.4 **Special Meetings:** Special meetings of the Regular Members for any purpose may be called at any time by the President, with approval of a majority of the Board of Directors, or by the greater of ten (10) Regular Members or twenty-five percent (25%) of the Regular Members. The only business that may be conducted at the Special Meeting is the business set forth in the Notice of the Special Meeting.
- 5.5 **Notice:**
 - a. Notice of the time and place of the Annual Meeting of Regular Members shall be sent to each Regular Member of record entitled to vote at such meeting in accordance with Article XI, Section 11.1 of these Bylaws, not less than twenty (20) days in advance of the meeting.
 - b. Notice of the time and place of each Special Meeting and the reason for which the meeting is called, shall be sent to each Regular Member of record entitled to vote at such meeting, in accordance with Article XI, Section 11.1, not less than ten (10) days (or, in the case of mergers or sales of assets or dissolution, twenty (20) days) in advance of the meeting.
- 5.6 **Voting Record:** At least ten (10) days before each meeting of Regular Members, a complete record of the Regular Members entitled to vote at such meeting shall be made, arranged in alphabetical order, which record shall be kept on file at the main office of the Association for a period of ten (10) days prior to such meeting. The record shall be kept open at the time and place of such meeting to enable any Regular Member who cares to, the opportunity to inspect the record.
- 5.7 **Quorum and Vote:**
 - a. A Quorum at any Annual or Special meeting of Regular Members shall consist of at least twenty-five percent (25%) of the Regular Members of the Association.

- b. The votes of the majority of those present at any properly called meeting of Regular Members at which a quorum, as defined in this Section 5.7(a), is present, shall be sufficient to transact business, unless specifically required otherwise by these Bylaws or by law.
- 5.8 **Proxies:** Proxies shall be permitted, provided they contain a written description of the issue or issues for which proxy votes may be cast, and contain the name of the person to whom the proxy is given. Such proxy designation shall be signed by the authorized designated representative of the Regular Member. Proxies shall be valid only for the meeting designated in the proxy. A Regular Member who is in attendance at a meeting of the Regular Members and who has to leave the meeting before the meeting has concluded, may give a written proxy to another Regular Member in attendance at the meeting for the purpose of voting on behalf of the departing Regular Member. The proxy is valid only for the remainder of the meeting.

ARTICLE VI – SHARES

- 6.1 **Issuance of Shares:** No shares of the Association are authorized or shall be issued.

ARTICLE VII – BOARD OF DIRECTORS

- 7.1 **Number Powers and Election:**
- a. All powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, the Board of Directors. The terms shall be staggered, with approximately one-third (1/3) of the Directors being elected in each year. The Board of Directors shall consist of Regular Members, who shall be active Regular Members in good standing and shall be elected at the last monthly membership meeting held during the calendar year, or at a special meeting of the Regular Members held for the purpose of election. The Board of Directors shall determine, from time to time, the number of Directors of this Association, but the number shall not be less than seven (7). Any Regular Member of this Association who is also an elected or appointed Director of SMACNA National, shall be a voting member of the Board of Directors of this Association during his/her term as a Director of SMACNA National.
 - b. The President shall appoint a Nominating Committee consisting of at least three Regular Members, which Committee shall recommend individuals for election as Director. The Chairman of the Nominating Committee shall present the Committee's recommendations to the Regular Membership by mail at least seven (7) days prior to the meeting at which the election will occur. The recommendations will be placed in nomination at the meeting. Each nomination must be seconded. Additional nominations may be made at the meeting.

The candidates receiving the highest numbers of votes shall fill the open spots on the Board based on a single vote. In the event of a tie vote for a seat on the Board, those candidates who received the same number of votes shall be voted on again until all open positions are filled by a single elected candidate. (Example: Five candidates are duly nominated for three open positions. Candidates #1 and #2 receive the most votes, candidates #3 and #4 receive the same number of votes and candidate #5 receives a less number of votes. Candidates #1 and #2 are elected to fill two open positions. Candidate #5 is eliminated and candidates #3 and #4 are voted upon again until one receives a majority vote. No new nominations are allowed after the first vote.)

- c. The term of office for Directors shall be three (3) years commencing on January 1st following his or her election, or until their successors are elected and qualified. Directors appointed by the Board shall serve the unexpired term of the Board member being replaced.
- d. Directors may not serve more than two (2) consecutive terms, three (3) years each. A Director who has been appointed by the Board to replace a retiring Director, may be elected for two (2) additional consecutive terms. If the immediate past President has served six (6) or more consecutive years on the Board, including by reason of being immediate past President, he/she shall not be eligible to be reelected to the Board of Directors until he/she has been off the Board of Directors for at least one (1) year. This subparagraph d. will not apply to any current member of the Board of Directors until such a time as their term expires. The provisions of this subparagraph d. are intended to be prospective only.

7.2 Removal of Directors: At a meeting of the Regular Members called expressly for that purpose, any or all Directors may be removed by an affirmative vote of a majority of the Regular Members of the Association present at the meeting attended by at least 50% of the Regular Membership. A Director may also be removed by resignation, death, incapacity, or in accordance with the laws of the State of Missouri. In the event a Director is removed, a new Director shall be appointed by the remaining Directors to fill the removed Director's remaining term of office, at which time the new Director will run for reelection. In the event there are no remaining directors, the President of the Association will conduct an election of Directors.

7.3 Eligibility to Serve as Director: To be eligible to serve as a Director, a person, or such person's business must be a Regular Member in good standing of the Association. If any Regular Member s are part of a group of controlled corporations as defined in IRC Section 414(c), there shall not be any more than one Director from such group of controlled corporations at any given time.

- 7.4 **Quorum:** A majority of the entire Board of Directors, including attendance by valid proxy as provided herein, shall be necessary at all meetings to constitute a Quorum for the transaction of business.
- 7.5 **Adjournment and Voting:**
- a. A majority of the number of Directors fixed by or in the manner provided in these Bylaws shall constitute a quorum for the transaction of business at any Board meeting, but if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. However, if the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place shall be given to the Directors who were not present at the time of the adjournment.
 - b. The act of the majority of the Directors present at a Board meeting at which there is a quorum shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these Bylaws.
- 7.6 **Waiver of Notice:** Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the Director or Directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.
- 7.7 **Registering Dissent:** A Director who is present at a meeting of the Board of Directors at which action on a matter is taken shall be presumed to have assented to such action, unless his/her dissent shall be entered in the Minutes of the meeting, or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting, before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary-Treasurer of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.
- 7.8 **Remuneration:** No stated salary shall be paid to Directors, as such for their services, but by resolution of the Board of Directors, a fixed sum and expenses may be allowed for attendance at each regular or special meeting of such Board of Directors; provided that nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore. Members of standing or special committees may be allowed like reimbursement for attending committee meetings.
- 7.9 **Regular Meetings:** Regular meetings of the Board of Directors or any committee shall be held at the registered office of the Association, or at such other place as the Board of Directors or such committee, as the case may be, may from time to time designate. Written notice of the date, time and place of all meetings of the Board of Directors or any committee shall be given at least ten (10) days prior to the meeting.

- 7.10 **Special Meetings:** Special Meetings of the Board of Directors may be called at any time by the President or by any three (3) Directors, to be held at the registered office of the Association, or at such other place or places as the Board of Directors or the person or persons calling such meeting may from time to time designate. Notice of all Special Meetings of the Board of Directors shall be sent to each Director not less than five (5) days prior to the meeting by written or printed letter or by facsimile (FAX). The Notice of Special Meetings shall state the general nature of the business to be transacted at such a meeting.
- 7.11 **Proxies:** Proxies shall be permitted, provided they contain a written description of the issue or issues for which proxy votes may be cast, and contain the name of the person to whom the proxy is given. Proxy forms for both specific meetings and specific issues are available from the Association Office and must be used whenever possible. Any such proxy designation shall be signed by the authorized designated representative of the Director. Proxies shall be valid only for the meeting designated in the proxy. A Director who is in attendance at a meetings of the Directors and who has to leave the meeting before the meeting has concluded, may give a written proxy to another Director in attendance at the meeting for the purpose of voting on behalf of the departing Director. The proxy is valid only for the remainder of the meeting.
- 7.12 **Action of the Directors Without Meeting:** Any action required or which may be taken at a meeting of the Directors, or of a committee thereof, may be taken without a meeting if a consent, in writing, setting forth the action so taken or to be taken shall be signed by all of the Directors, or all of the members of the committee, as the case may be , such consent shall have the same effect as a unanimous vote.
- 7.13 **Action of Directors by Communication Equipment:** Any action required or which may be taken at a meeting of Directors, or of a committee thereof, may be taken by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.
- 7.14 **Duties of Directors:** A Director of this Association has a fiduciary duty to this Association and its Regular and Associate Members. Therefore, a Director of the Association shall perform the duties of a Director, including the duties as a member of any committee of the Board of Directors upon which the Director may serve in good faith, in a manner such Director believes to be in the best interest of the Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on the information, opinion, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a. One or more officers or employees of the Association whom the Director believes to be reliable and competent in the matter presented.
- b. Counsel, public accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence.
- c. A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committees the Director believes to merit confidence, so long as the Director acts in good faith and without knowledge that would cause such reliance to be unwarranted.

ARTICLE VIII – OFFICERS

- 8.1 Designation:** The Officers of the Association shall be a President (who shall be Chairman of the Board of Directors), a Vice President, a Secretary-Treasurer, all of whom shall be elected for one (1) year by the Directors at their first meeting after the Annual Meeting of Regular Members. Officers may be re-elected for successive terms. The Executive Director is an appointed Officer of the Association. The Immediate Past President shall also be an Officer of this Association. The Immediate Past President and all other Officers of this Association, except the Executive Director, shall be voting members of the Board of Directors of this Association. The Officers collectively shall assist the Board of Directors in carrying out the policies and programs established by the Board of Directors and shall also, collectively, serve as the Chief Financial Officer of the Association. In addition, the Officers may act in place and instead of the Board of Directors between Board meetings on all matters except those specifically reserved to the Board of Directors by the Bylaws of this Association. Minutes shall be kept of all meetings of the Officers during which the Officers may take action on behalf of this Association. Minutes of any meeting of the Officers shall be mailed or presented to the Board of Directors within thirty (30) days of such meeting. Meetings of the Officers may be called by the President or by written request of any other two (2) Officers. Except by unanimous written consent to a lesser notice, at least five (5) days written notice of a meeting called shall be given to the Officers. A quorum for a meeting shall consist of three (3) of the Officers. A meeting of the Officers may be conducted, or an individual Officer may participate in such a meeting, via telephone or by any similar communication system, which allows all persons participating in the meeting to hear each other at the same time. Notice of meetings may be given by writing, facsimile, or email.
- 8.2 The President:** The President shall have general supervision over all affairs of the Association, shall be the Chief Executive Officer and shall preside at all annual and special business meetings, shall be Chairman of the Board of Directors and in consultation with the Executive Director and the Vice

President, shall appoint all committee members. The President shall be ex officio member of all committees.

- 8.3 **Vice-President:** During the absence or disability of the President, the Vice-President shall exercise all the functions of the President. In addition, the Vice-President shall have such powers and discharge such duties as may be assigned to him/her from time to time by the Board of Directors.
- 8.4 **Secretary-Treasurer:** The Secretary-Treasurer shall have the general supervision over all financial affairs of the Association and shall serve, collectively with the other Officers, as the Chief Financial Officer of the Association. In the absence of the Vice-President or inability to perform the duties of the office, the Secretary-Treasurer shall assume and discharge all duties of the Vice President.
- 8.5 **Delegation:** In the case of absence or inability to act of any Officer of the Association and of any person herein authorized to act in his/her place, the Board of Directors may from time to time delegate the powers or duties of such Officer to any other Officer or any Director or other person whom it may select.
- 8.6 **Vacancies:** Vacancies in any office arising from any cause may be filled by the Board of Directors at any Regular or Special meeting of the Board.
- 8.7 **Other Officers:** Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.
- 8.8 **Term Removal:** The Officers of the Association shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE IX – EXECUTIVE DIRECTOR

- 9.1 **Executive Director:** An Executive Director, not a contractor or a Regular Member of the Association, shall be employed by the Board of Directors, to serve under the direction of, and at such compensation as shall be determined by, the Board. It shall be his/her duty to give notice of and attend all meetings of the Association when practical and to keep a record of their proceedings; to conduct all correspondence and to carry into execution all orders, votes and resolutions not otherwise committed; to keep a list of the Regular Members of the Association; to collect dues and subscriptions, and pay them over to the Secretary-Treasurer; to keep records of the staff, employees, and agents of the Association, their salaries and terms of employment; to take charge of and supervise the report of the transactions and conditions of the Association; and generally to devote his/her best efforts to forwarding the business and advancing the interests of the Association. The Board of Directors shall have the right to terminate the employment of

- the Executive Director. The Executive Director shall report to the Executive Committee.
- 9.2 The Executive Director shall be provided with an office and all necessary equipment, telephone service and expense account to properly conduct the business affairs of the Association. He/She shall assist the President at all meetings, represent the Association at all times at the discretion of the Board of Directors. He/She shall have the power to perform such other duties of an executive nature as may be assigned to him/her by the Board of Directors. Other employee(s) of the Association will be hired by and will be under the supervision of the Executive Director.
- 9.3 The Executive Director shall be an Officer of the Association and a non-voting member of the Board of Directors.
- 9.4 The Executive Director shall:
- a. Be this Association's appointed representative to all regional and national meetings and conferences associated with the Sheet Metal and Air Conditioning Industry, unless a Regular Member has been appointed by the President as such representative.
 - b. Represent the Association at the local level before Chambers of Commerce, community organizations and other Industry organizations.
 - c. Employ adequate staff necessary to conduct the affairs of the Association in keeping with the policy established by the Board of Directors.

ARTICLE X – COMMITTEES AND TRUST FUNDS

- 10.1 **Committees:** The Board of Directors may act by and through such committees as may be determined necessary by the Board of Directors. Each Committee shall have such membership, duties and responsibilities as are, from time to time, determined by the Board of Directors and shall at all times be subject to the direction and control of the Board of Directors. The President, in consultation with the Executive Director and the Vice-President, shall appoint or replace the Chairpersons and members of all Committees of the Association and all representatives of the Association to other Associations and groups. Each Committee shall be required to adhere to a Code of Ethics adopted by the Board of Directors as may be amended from time to time.
- 10.2 **Executive Committee:** The Executive Committee shall consist of the President, Vice-President, Immediate Past President, a current Industry Fund Trustee, and a Regular Member not currently serving as a Director and appointed by the Board. The Executive Director will also serve as a member of the Executive Committee. Collectively, the Executive Committee shall function as the Chief Operating Officer of the Association. The Executive Committee shall meet at least annually and more frequently as deemed necessary. The Executive Committee shall assist the Board of Directors in carrying out the policies and programs established by the Board of Directors. The Executive Committee shall meet regularly with the Executive Director to aid, assist and supervise the carrying out of these

- policies and programs. The Executive Committee shall provide a summary report of activities to the Board of Directors at each Regular Meeting, or Special Meeting called for that purpose, of the Board. The Executive Committee shall conduct and be responsible for the annual review of the Executive Director and such other duties as may be designated by the Board of Directors.
- 10.3 **Action of Committees:** Committees shall have no power to act to bind this Association unless specifically authorized in writing by the Board of Directors of this Association.
- 10.4 **Standing Committees:** The Board of Directors shall create the following Standing Committees with duties and responsibilities as determined by the Board of Directors. The following are the Standing Committees of this Association:
- a. Membership
 - b. Labor Management
 - c. Negotiation Committee
 - d. Education
 - e. Marketing
 - f. Industry Analysis
 - g. Safety
 - h. Legislation
 - i. Young Executive Committee
- 10.5 **Trust Funds:** The Board of Directors of this Association shall have the power and authority to appoint individuals to serve as Trustees of Jointly Administered Trust Funds for which this Association is a sponsor or otherwise has the authority to appoint management designated Trustees. The terms of such appointment shall be as determined by the Board of Directors. The Board of Directors shall have the authority at any time to remove any individual who has been appointed by the Association as a Trustee of a Jointly Administered Trust.
- 10.6 **Young Executive Committee:** The Chairperson of the Young Executive Committee will have a standing, non-voting seat on the Board of Directors. One guest, as selected by the Chairperson of the Young Executive Committee, will also have a standing, non-voting seat on the Board of Directors. This committee and their involvement with the Board of Directors is initiated to develop the new generation of young leaders in our industry and encourage participation with SMACNA at the local and national levels.

ARTICLE XI – NOTICES

- 11.1 **Notices:** Except as may otherwise be required by law, any required notice as directed in these bylaws, regardless of the delivery method stated or in the absence of a stated method of delivery, may be delivered to any Regular Member or Director by U.S. mail, email, or facsimile transmission. If U.S. mail is used the notice shall be deemed to have been delivered, unless receipt of delivery is required, when deposited in the U. S. mail and

properly addressed to the addressee at his/her last know address in the records of the Association. If email is used, the notice shall be deemed to have been delivered when an automatic delivery receipt message is returned to the Association staff email from which the notice was sent. If facsimile is used, the notice is deemed to have been delivered as evidenced by a successful transmission report.

ARTICLE XII – SEAL

12.1 **Seal:** The Association shall not have a corporate seal.

ARTICLE XIII – INDEMNIFICATION AND INSURANCE

13.1 **Indemnification and Insurance:** Indemnification of Officers, Directors, Appointed Trustees, employees and agents shall be provided to the fullest extent permitted by Missouri law, as now or hereafter amended.

The Association shall have the right to purchase and maintain to the full extent permitted by law on behalf of its Directors, Officers, employees and other persons described in Missouri Statutes, including persons formerly occupying any such positions, against any liability asserted against or incurred by any such person in such capacity or arising out of his or her status as such an agent of the Association.

ARTICLE XIV – MANAGEMENT – FINANCIAL

- 14.1 **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.
- 14.2 **Budget:** An annual budget to cover the operations of the Association shall be prepared by the officers and submitted annually.
- 14.3 **Audits of Accounts:** The Board of Directors shall select a certified public accounting firm, other than the CPA firm which prepares monthly and annual financial statements for the Association, who shall audit the books of this Association from time to time. This audit shall be prepared as soon after the close of the Association's fiscal year as possible and shall be submitted as soon thereafter as reasonably possible to the Board of Directors.
- 14.4 **Books and Records:** The Association shall keep correct and complete books and records of account, and shall keep Reports of the proceedings of its Regular Members and Board of Directors; and shall keep at its registered office or principal place of business, a record of its Regular Members, giving the names and addresses of all Regular Members. Any books, records and reports may be in written form, or any other form capable of being converted into written form within a reasonable time.

ARTICLE XV – CONDUCT OF LABOR AND EMPLOYEE RELATIONS ACTIVITIES BY THE ASSOCIATION AND ITS REGULAR MEMBERS

- 15.1 **Designation of Authority:** By establishing or maintaining membership in this Association, a Regular Member designates the Association as its exclusive agent in conducting contract negotiations and issues of contract administration with the labor organizations that represent employees of the Regular Member. This authorization shall be perpetual, and shall continue until either:
- a. The Regular Member has validly resigned its membership in the Association in conformity with these Bylaws,
 - b. Such membership has been terminated by the Association,
 - c. The Association has released the Regular Member from such authorization, through action of its Board of Directors, or
 - d. The Regular Member has delivered to the Association, at least one-hundred fifty (150) days prior to the expiration date of each Collective Bargaining Agreement, a written notice whereby the Regular Member elects to negotiate and deal with collective bargaining on its own behalf. Such written notice shall reference Section 15.1(d) of these Bylaws.
- 15.2 **Association's Authority Exclusive:** This authority vested in the Association shall be exclusive. The Regular Member agrees that it will not undertake negotiations with any union for such a collective bargaining agreement nor shall it become party to such agreement, either orally, or in writing, without the prior written consent of the Association, with such consent being granted by action of its Board of Directors. The Regular Members shall not take any action with respect to the wages, hour, or terms and conditions of employment of any employees that are covered, or will be covered, by a collective bargaining agreement, if such action would, in the opinion of the Association, hinder the Association's efforts in the negotiation and administration of collective bargaining agreements in the Industry.
- 15.3 **Agreement to Abide by Group Action:** The Regular Member shall abide by any and all decisions of the Association concerning the conduct of labor negotiations and contract administration, including any decisions concerning concerted actions to be taken by Regular Members of the Association during the course of such negotiations, and the Regular Member shall immediately implement such decisions upon the written request of the Association.
- 15.4 **Violation of Obligations:** In the event that it is alleged that a Regular Member has violated its obligations with respect to any matter set forth in this Article, a meeting of the Association's Board of Directors may be convened in the manner set forth in these Bylaws. The Board of Directors shall have the authority to determine whether the Regular Member has violated any of the obligations set forth in this Article, to determine the appropriate sanctions or penalty for such violation, and to direct the Regular Member to rescind any action that it has taken that is inconsistent with its obligations under this Article.

- 15.5 **Legal Relief:** The Regular Member recognizes that any violation of the provisions of this Article shall result in irreparable harm to the Association and its other Regular Members. The Regular Member agrees that, in the event of an actual or threatened breach by it of any provisions of this Article, the Association shall be entitled to prevent and restrain such breach, and the Regular Member further agrees that this shall be a proper subject for the remedy of specific performance in the event of any such alleged breach, in addition to any action that may be taken by the Board of Directors under Section 15.4 of this Article.

The Regular Member shall pay the Association's costs, including reasonable attorneys' fees, in the event that the Association commences any legal action to enforce any of the Regular Members obligations under this Article.

ARTICLE XVI – AMENDMENTS

- 16.1 Subject to any provisions of law applicable to the amendment of bylaws of nonprofit organizations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:
- a. By vote of a majority of Directors present at any special or regular meeting of Directors at which a quorum is present, provided that written notice of such meeting and of the intention to change Bylaws thereat is given to each Director at least ten (10) days prior to the date of such meeting, and provided further that a Bylaw fixing or changing the number of Directors may not be adopted, amended or repealed by action of the Directors; and
 - b. By the vote of a majority of a quorum of the membership at a meeting duly called and noticed for the purpose of amending the Bylaws, such notice shall contain the proposed amendment and shall otherwise comply with the notice provision for membership meetings as provided in Article V, Section 5.5 b.

ARTICLE XVII – CONSTRUCTION

- 17.1 **Terms:** As used in these Bylaws:
- a. The word "shall" is mandatory and the word "may" is permissive.
 - b. The words "Directors" and "Board" mean Board of Directors.
 - c. The word "Association" means the Not-For-Profit Corporation.

ARTICLE XVIII – POLITICAL ACTION

- 18.1 **Coordination of Political Activities:** The Board of Directors shall coordinate and supervise the political activities of the Association, including, but not limited to:
- a. Formulating political strategy for the Association;

- b. Overseeing the development of positions on political issues;
 - c. Coordinating the work of the Association's lobbyists, consultants and other political advisers and agents; and
 - d. Generally managing the political activities of the Association.
- 18.2 **Limitations:** No Officer, Director, agent, employee, or Regular Member of the Association shall take any political action on behalf of the Association or in the name of the Association on any political issue without the express prior written approval of the Board of Directors.
- 18.3 **Definition:** The term "political action" as used in this section, shall mean and include all the activities listed and referred to in Section 18.1 of this Article and all other political activities of like kind.

ARTICLE XIX – PROPERTY AND FUNDS

- 19.1 **Rights to Property and Funds:** All property and funds shall be in the name of the Association. No Regular Member, Associate Member, firm or any other corporation shall have any right in or to any property or funds of the Association. No Regular Member shall, upon his or her withdrawal or expulsion from the Association, be entitled to receive an interest in any of the assets of the Association.
- 19.2 **Limitations on Liabilities:** No Regular Member, Officer, agent, or employee of this Association shall be personally or otherwise liable for any of the debts, liabilities, and/or obligations of this Association.
- 19.3 **Contracts:** The Board of Directors may authorize any Officer, or Officers, or agent of the Association, in addition to the Officers so authorized by these Bylaws, 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.

No Regular Member shall be empowered to contractually bind the Association or incur debt in its name unless authorized, in writing, to do so by the Board of Directors.

- 19.4 **Expenditures:** After the budget has been approved, the Executive Director may approve vouchers, write checks, or initiate electronic drafts, drawn on the Association bank account so long as the items appear on the original or Board approved amended budget and provided the total amount paid on any account does not exceed the original or amended budget amount. Checks so drawn must be signed by any two of the following: Executive Director, Secretary-Treasurer, President, Vice President or Immediate Past President. All checks, electronic drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed or electronically approved by such Officer or Officers, or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

- 19.5 **Deposits:** All funds of the Association shall be deposited, from time to time, to the credit of the Association in such banks or other depositories as the Board of Directors may select.
- 19.6 **Additional Appropriations:** Should the amount budgeted for any account prove insufficient, or should it be found necessary to meet expenses for items not listed in the original, current budget, the Board of Directors may amend the budget by increasing the amount of the budget for any account or by adding a new account as required.
- 19.7 **Contributions, Gifts:** The Board of Directors may accept, on behalf of the Association, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.
- 19.8 **Distribution of Association Assets:** No person shall be entitled to share in the distribution of, and shall not receive any of, the corporate assets on dissolution of the Association. In the event of dissolution of this Association, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Association shall be distributed to a nonprofit organization having the same purpose as this Association and qualified under 501(c)(6) of the Internal Revenue Code.

ARTICLE XX – DISSOLUTION

- 20.1 **Existence:** The Association shall not be dissolved except at a special meeting of the Regular Members specifically called for that purpose. Dissolution shall only be effective upon a vote of ninety percent (90%) of the entire Regular Membership of this Association.

These Restated Bylaws were adopted by the Board of Directors of the Sheet Metal and Air Conditioning Contractors' National Association – Kansas City Chapter, Inc. at the regular meeting on Wednesday, November 17, 2010.