



**Rocky Mountain Steel Construction Association**

BYLAWS

ROCKY MOUNTAIN STEEL CONSTRUCTION ASSOCIATION, INC.

A NON-PROFIT CORPORATION

ARTICLE I. Name, Objects, Location and Definitions

Section 1. The name of this Association shall be the ROCKY MOUNTAIN STEEL CONSTRUCTION ASSOCIATION, INC.

Section 2. The objects and purposes for which this organization is formed are:

- (a) To promote and expand the use of structural steel as a building material in the Rocky Mountain region of the United States;
- (b) To bring into closer touch those persons with an interest in the use of structural steel as a construction material;
- (c) To disseminate accurate and reliable information concerning technical developments, construction techniques, and general business conditions in the steel construction industry;
- (d) To encourage continuing development of and adherence to appropriate standards of safety and quality in the all activities relating to the design, procurement, fabrication, erection, and maintenance of steel structures.
- (e) To work cooperatively and harmoniously with the American Institute of Steel Construction, Inc. and other industry groups, trade associations, corporations and individuals whose objects and purposes are consistent with the objects and purposes of this Association; and

- (f) Generally to perform any act pertaining to the industry not in conflict with the laws of the United States or of any state thereof as the same apply to associations not formed for profit, it being expressly understood that this organization is not formed for profit, but solely for the carrying out of the objects and purposes above named.

Section 3. For the purpose of these Bylaws;

- (a) The term “Association” shall mean the Rocky Mountain Steel Construction Association, Inc.
- (b) The Term “Regular Meeting” shall mean any meeting of the members of the Association at which a quorum is present.
- (c) The term “Board” shall mean the Board of Directors of the Association.

## ARTICLE II. Membership

Section 1. Any individual, firm, or corporation having an interest in the use of structural steel as a construction material and who either resides in or has as its principal place of business the Rocky Mountain region of the United States shall be eligible for membership.

Section 2. Prospective members should submit applications for membership. All applications for membership must be signed by the applicant and filed with the Secretary who shall present it for action to the next following meeting of the Board.

Section 3. Any member may withdraw from the Association on ten (10) days written notice filed with the Secretary.

Section 4. Any member guilty of violating any of the objects, purposes, rules and regulations of this Association may be expelled by a two-thirds vote of the board, provided the following conditions have been met:

- (a) The Board shall have conducted a hearing into the alleged violations by the member so charged.
- (b) The member alleged to be in violation shall have been given at least fourteen (14) days notice prior to the hearing.
- (c) The member alleged to be in violation shall be given an opportunity to defend the member’s action before the Board at the hearing.

Section 5. Annual dues shall be assessed each member and shall be payable in advance, with no provision for prorated first year dues for new members. The amount of annual

dues shall be determined annually by the Board of Directors. Any member who becomes ninety (90) days past due in payment of annual dues may be expelled by a majority vote of the Board of Directors.

### ARTICLE III. Meetings of Members

- Section 1. Regular Meetings shall be held each quarter of the year at such times and in such locations as shall be determined by the Board. Notification of the time and location of each Regular Meeting shall be given at least fourteen (14) days prior to the date of the meeting. Special meetings may be held on call by at least three (3) members of the Board. Notification of the time and location of any special meeting shall be given at least three (3) days prior to such a meeting.
- Section 3. The year of the Association shall begin immediately after the annual meeting and shall extend through the following annual meeting.
- Section 4. The order of business of any meeting shall be, in so far as applicable, as follows:
- 1 – Roll call.
  - 2 – Reading of minutes of preceding meetings and action thereon.
  - 3 – Reports of officers.
  - 4 – Reports of committees.
  - 5 – Unfinished business.
  - 6 – New business.
  - 7- Date and location of next meeting.
- Section 5. Each member shall have one vote. Any number of representatives of members may attend meetings.
- Section 6. Whenever not otherwise specified or when not in conflict with these Bylaws, Robert's Rules of Order or similar parliamentary procedure shall govern in the conduct of the meetings.

### ARTICLE IV. Board of Directors

- Section 1. The business and all activities of the Association shall be managed by a Board of Directors, each of whom shall be either a member or an employee of a member company. The Board of Directors shall consist of at least nine (9) members who shall be elected for a two-year term at an annual meeting of the Association and shall serve until their successors are elected and qualified. It is intended that the

terms served by Directors shall be staggered so that approximately half of the terms will expire in any given year and the Board of Directors shall have the authority to lengthen the term served by any Director(s) by no more than one year in order to achieve this objective. There shall be no limitation on the number of terms an individual may serve as a Director.

- Section 2. Any Director may resign at any time by giving written notice of his resignation to the Secretary, who shall convey it to the Board. Such resignation shall take effect at the time specified in such notice, and acceptance of such resignation shall not be necessary in order to make it effective.
- Section 3. Any vacancy in the Board may be filled by the remaining members of the Board for the unexpired period.
- Section 4. The Board may hold its meetings at such time and place as it may from time to time determine, but the Annual meeting of the Board shall be held concurrently with the Annual Meeting of the members. Meetings of the Board may be held on call by at least three (3) members of the Board. Notification shall be given to all Board members at least three (3) days in advance of any meeting of the Board.
- Section 5. A majority of the members of the Board shall constitute a quorum for the transaction of business, but a lesser number may meet and propose resolutions which shall become binding when assented to by a majority of the Directors at a subsequent meeting.

#### ARTICLE V. Officers

- Section 1. The officers of the Association consisting of President, Vice President, Secretary and Treasurer, shall be elected by the Board from among its own members, and shall serve for a period of two years or until their successors are elected and qualified. The past President shall remain on the Board for one additional year.
- Section 2. The President shall preside at all meetings of the members and of the Board. He shall appoint such committees as is outlined under Article VI, Section 1, and perform such other duties as are usually performed by such officer.
- Section 3. The Vice President shall perform all the duties of the President during his absence or disability.
- Section 4. The Secretary and the Treasurer shall perform all the duties incident to their respective offices, subject to the direction of the Board. At the option and discretion of the Board, the Treasurer shall be bonded.
- Section 5. The Officers, Directors and Committee Members shall serve as such without compensation, however the Board may, at its discretion, reimburse any member

of the Association for administrative expenses incurred on behalf of the Association.

Section 6. Any officer may resign at any time by giving written notice of his resignation to the Secretary, who shall convey it to the Board. Such resignation shall take effect at the time specified in such notice and acceptance of such resignation shall not be necessary in order to make it effective.

Section 7. Any vacancy in any of the elected offices of the association may be filled by the Board for the unexpired period.

#### ARTICLE VI. Committees

Section 1. Before each Annual Meeting, the President shall appoint a Nominating Committee whose duty shall be to nominate members for election to the Board of Directors and Officers. The number of individuals nominated shall be equal to or greater than the number of Board positions which will expire at the end of the current year.

Section 2. From time to time, the President may establish such other committees as are deemed necessary.

#### ARTICLE VII. Amendments

Section 1. These Bylaws may be amended at any regular meeting of the members by a majority vote of those present.

#### ARTICLE VIII. Association Property

Section 1. The Association claims copyright protection on all its work product. Included are the Association's name and designs for logos and letterheads, and other graphic and written work.

Section 2. All members in good standing may use the Association's name, logos and other material provided by the Association in the usual and customary course of the member's business. Members may not alter the logos in any way other than to shrink or expand the logo proportionately. Members in good standing may use the logos and signify membership in the Association in accordance with the guidelines established by the Board of Directors.

Section 3. Members agree, by becoming or remaining members of the Association, that the privilege of the use of the Association's logos and other material is automatically suspended upon being notified of their termination or notice that their company is no longer in good standing. Members who are terminated or no longer in good standing shall immediately be required to stop using all Association material and

remove or cover logos identifying them as members from any and all places it has been used in their business.

Section 4. No member shall use the name, material or logos of the Association in such a way that does not support the intent and letter of the stated purpose and objectives of the Association as stated in the bylaws, or which will negatively affect the association or be perceived as disparaging or unflattering to the Association or other members of the Association. The Board of Directors shall decide if any use is inappropriate.

Section 5. Only Directors or members specifically designated by a board member may sign correspondence on Association letterhead.