

AMENDED BYLAWS OF THE METAL BUILDING CONTRACTORS AND ERECTORS ASSOCIATION

ARTICLE I

Name, Principal Place of Business, and Registered Agent

Section 1. The name of this organization shall be Metal Building Contractors & Erectors Association Inc., a Texas non-profit corporation (hereinafter referred to as "MBCEA").

Section 2. The principal office and place of business of the MBCEA shall be located in Bethlehem, Pennsylvania, or such other place as may be designated by a majority of the members of the Executive Committee.

Section 3. The registered agent for the MBCEA for purposes of service of process and other legal papers shall be the office of the general counsel as appointed by a majority of the members of the Executive Committee.

ARTICLE II

Purpose

The primary purpose of the MBCEA shall be to serve the contractor and erector segment of the metal building industry on a national basis, and to respond appropriately to the needs of contractors and erectors within the legal, financial, manpower, and other restraints and limitations as may be imposed upon the MBCEA by the members of the Executive Committee.

The trade association shall pursue three primary goals:

1) *Education.* To provide programs and venues that enhance the educational opportunities for metal building contractors and erectors.

2) *Image Enhancement.* To develop programs to enhance the image of metal building contractors and erectors, and the metal building industry.

3) *Grassroots Support.* To develop and maintain programs specifically designed to support and respond to the needs of the grassroots membership of the MBCEA, primarily in the form of educational programs and initiatives.

However, it shall be expressly understood that no activities are to be permitted or encouraged that are in violation of anti-trust laws, are in restraint of trade, are in violation of the laws and regulations required for the organization to obtain and maintain its non-profit status with the Internal Revenue Service or other governmental organizations, or are contrary to accepted ethical and moral standards.

ARTICLE III

Membership

Section 1. MEMBERSHIP CATEGORIES. The MBCEA shall have 3 membership categories as defined herein and may add or subtract membership categories by a majority vote of the Executive Committee as permitted under the procedural parameters of these Bylaws. It shall be the objective of the MBCEA to maintain a membership composition of not less than a majority of Contractor Members, as described in Section 2 below, at all times.

Section 2. CONTRACTOR MEMBERSHIP. Contractor Membership shall be limited to any building contractor proprietorship, partnership, limited liability company, corporation or other organization which is (1) engaged in the business of marketing metal buildings and/or metal building components or (2) the contract erection of metal buildings and/or metal building components ; and Contractor Members must also have been engaged in such activities for at least the one year period prior to receipt by the MBCEA of application for membership.

A Contractor Member must be a member of the regional or local chapter responsible for the geographic location in which the member's primary business office is located or the chapter closest geographically to the same location. A contractor member located in an area not served by a chapter shall be designated a "Member-At-Large" and notified by MBCEA which chapter is closest to the primary business office of the Member-At-Large geographically. A Member-At-Large applies for and pays dues to the national association. Contractor members with a satellite office in a chapter area different from the area in which their primary office is located shall be required to pay chapter dues to the chapter in which the satellite office is located but will not be required to pay national dues to that chapter as long as they pay national dues at their primary location.

Special exception to the qualifications for Contractor Membership may be made in the case of new firms upon written application to the MBCEA, providing at least one of the principals of the firm has had two or more years' experience at the management level of a building contractor firm or appropriate equivalent experience determined by the MBCEA Membership Committee.

Each Contractor Member firm shall be entitled to one vote on each matter submitted to a vote of the membership.

Section 3. INDUSTRY MEMBERSHIP. Industry Membership shall be limited to individuals, partnerships, limited liability companies, corporations or other organizations engaged in a business of providing products and/or services to Contractor Members of the MBCEA.

National Industry Members must be a member of the regional or local chapter responsible for the geographic location in which the member's primary business office is located or the chapter closest geographically to the same location. An Industry Member located in an area not served by a chapter shall be designated a "Member- At-Large" and notified by MBCEA which chapter is closest to the primary business office of the Member-At-Large geographically. A Member-At-Large applies for and pays dues to the national association. National Industry Members with a satellite office in a chapter area different from the area in which their primary office is located

shall be required to pay chapter dues to the chapter in which the satellite office is located, but will not be required to pay national dues to that chapter as long as they pay national dues at their primary location.

Each Industry Member firm shall be entitled to one vote on each matter submitted to a vote of the membership.

Section 4. INDIVIDUAL LIFE MEMBERSHIP. Individual Life Membership shall be available to any individual who is officially retired from active employment and whose company is an MBCEA member in good standing at the time of retirement regardless of membership classification. Individual Life Membership shall be awarded by a majority vote of the Board of Directors after written application. Those members accepted as Individual Life Members shall not be entitled to vote on any matter submitted to a vote of the membership of MBCEA or hold any elected office of the MBCEA. Upon the granting of an Individual Life Membership, all dues for that individual shall be waived. All Individual Life Members shall be required to pay registration fees and other costs associated with participating in events hosted by the organization.

Section 5. APPLICATION FOR MEMBERSHIP. Prospective members shall apply by written application for admission to the organization on a form designated by the Executive Committee from time to time. All qualified applications shall be accepted upon payment of the proper dues and fees, subject to the advice and consent of the regional or local chapter to which the new member would belong. Upon acceptance and processing of the application and fee, the Executive Director shall forward the application to the regional or local chapter to which the prospective member would belong. The application is deemed accepted unless the chapter board of directors, with a quorum present, votes by two thirds majority to reject the application for just cause. Just cause shall include, but not be limited to, a good faith belief that the prospective member will not support the objectives, purposes and/or programs of the MBCEA or will not act in the best interest of the MBCEA. In the event of rejection, a written report containing the reasons for such rejection shall be submitted to the general counsel of the MBCEA for review. The general counsel shall, upon completion of the review, provide a written recommendation to the Executive Committee of the national MBCEA. The Executive Committee may overrule the regional or local chapter's rejection of a prospective member by a three fourths majority vote.

Section 6. CREATION OF ADDITIONAL MEMBERSHIP CATEGORIES. The MBCEA Board of Directors may create additional classes of membership by a majority vote, provided that any new class of membership shall not have voting rights.

RESIGNATION, TERMINATION OF MEMBERSHIP. Members may resign at any time from the MBCEA by written notice served on the Executive Director with a copy sent to the president of the regional or local chapter. Members may be expelled or terminated from MBCEA for just cause upon a two-thirds vote of either the national Board of Directors or the Board of Directors of the regional or local chapter. Just cause shall include, but not be limited to, a good faith belief that the prospective member has not supported the objectives, purposes and/or programs of the MBCEA or has not acted in the best interest of the MBCEA. A written report

containing the reasons for such expulsion or termination shall be submitted to the general counsel of the MBCEA for review. The general counsel shall provide a copy of the report to the member to be expelled or terminated and allow 14 days for a response. Thereafter, the general counsel shall make a written report and recommendation to the Board of Directors of the national MBCEA and the Board of Directors of the regional or local chapter. If the Boards of Directors of both the national and regional or local chapter vote by three fourths vote, with a quorum present, to expel or terminate the member, said member shall be expelled and terminated. The Executive Director of MBCEA or the general counsel shall be charged with notifying the expelled or terminated member in writing on behalf of the Executive Committee. Upon termination, all rights and privileges of membership shall cease. The resignation or expulsion of any member shall not affect said member's indebtedness to the MBCEA. A member who resigns may be reinstated by subsequent application for membership in the same manner as a new member; an expelled or terminated member shall not be re-admitted.

Section 7. VOTING. One individual shall be designated in a writing submitted to the Executive Director to vote on behalf of the Contractor and/or Industry Members as per the procedures otherwise established for members to vote on matters requiring a membership vote. Any change in the designation of the person designated to vote for the member organization, including proxies, shall be made in writing to the Executive Director.

ARTICLE IV

Chapters

Section 1. QUALIFICATIONS. The Board of Directors shall establish and publish qualification guidelines for recognized Chapters of the MBCEA from time to time. Said qualification guidelines, along with a written application for formation of a regional or local chapter, shall be posted on the MBCEA website for public access.

Section 2. CERTIFICATION. Initial election as a Chapter shall be after written certification by the Executive Director to the MBCEA Board of Directors that all qualifications have been met. Acceptance of a new Chapter shall be by majority vote of the MBCEA Board of Directors.

Section 3. ASSOCIATION. MBCEA shall operate as an association in which all regional or local chapters of MBCEA are separate legal entities. As a precondition to acceptance as a chapter, the organization must agree to incorporate, carry its own insurance as designated by MBCEA from time to time, and agree to be liable for its own debts and liabilities. Upon acceptance as a new chapter, the regional or local chapter shall be required to enter into an agreement with MBCEA outlining the terms and conditions of membership. In no case shall MBCEA be liable for the debts, liabilities or causes of action against any of its Chapters.

ARTICLE V

Dues

Section 1. SETTING DUES. The Board of Directors shall set the dues for each classification of membership by majority vote. No changes shall be made in the dues structure until a minimum of three months' notice has been given to the members in the class of membership affected. Notice shall be given in the official MBCEA publication, on the MBCEA website, or by other appropriate means. The Board of Directors shall include dues as established by Chapters within the national dues structure when applicable. Chapter dues shall be established by the individual Chapters. Chapter dues, where applicable, will be collected with national dues.

In the case of National Industry Members, any employee of a National Industry Member in good standing may become a member of any Chapter without additional National dues by submitting a written request to the MBCEA Executive Director. A National Industry Member in good standing may belong to a Chapter by paying that Chapter's dues and no additional national dues.

Section 2. DUE DATE. Dues shall be payable on or before January 30 of the year for which dues are being paid or such other date as the Board of Directors shall approve each year for all classes of membership. Dues shall be pro-rated for new members as deemed appropriate by the Board of Directors at the Board's discretion. The fiscal year of the MBCEA shall be January 1 through December 31.

Section 3. COLLECTION OF DUES. The MBCEA Executive Director shall be responsible for the collection of all dues, and the proper accounting for same as directed by the MBCEA Board of Directors. The MBCEA Executive Director shall remit then paid Chapter dues to Chapters no less than on a quarterly basis. A written report of all dues received by the Executive Director shall be submitted to the Executive Committee no later than June 1 each year or upon written request of the Board of Directors.

Section 4. ADMINISTRATIVE FEE. Failure to pay any dues for a period of three (3) months after the due date for payment shall be deemed a de facto resignation from the MBCEA. If the member wishes to reinstate its membership after the three (3) month period has lapsed and membership is terminated, an administrative fee may be applied.

ARTICLE VI

Meetings

Section 1. ANNUAL MEETING. The Board of Directors shall meet in person not less than once annually, and at such other times as determined by the Executive Committee or the Board of Directors. Additional meetings may be held in person or via teleconferencing as deemed appropriate.

Section 2. LOCATION. The annual meeting shall occur at the MBCEA national conference each year unless another date and location is selected and publicized by the Board of

Directors. The membership shall be notified in writing and/or electronically of the meeting location and date at least thirty (30) days prior to the meeting.

Section 3. AGENDA. Official business at the annual meeting shall include the following:

- (a) An address by the president on the state of the MBCEA.
- (b) A report by the treasurer of the organization on the financial state of affairs of the organization.
- (c) A report by the general counsel on any pending legal issues, legislation, or other legal issues affecting the organization.

ARTICLE VII

Officers; Board of Directors

Section 1. OFFICERS. Officers of the MBCEA shall be: President, Vice President, Secretary, and Treasurer.

Section 2. NO COMPENSATION FOR OFFICERS. The Officers and Directors of the MBCEA shall receive no remuneration.

Section 3. ELECTION OF OFFICERS AND TERMS. The Board of Directors shall elect the Officers by a majority vote. Officers shall serve terms of two years or until a successor is qualified and elected. The President, Vice President, and Treasurer are limited to 2 consecutive terms. The Secretary may be re-elected for unlimited consecutive terms.

Section 4. BOARD OF DIRECTORS. The Board of Directors shall consist of the Officers, the Immediate Past President of the MBCEA, the president from each regional or local chapter, and at large members as approved by a three-fourths vote of the then existing Board of Directors. Any MBCEA member may be a member of the Board of Directors. All Officers must also be existing members of the Board of Directors.

The Executive Committee shall consist of all Officers and the Executive Director.

Chapters may have more than one (1) representative on the Board of Directors when a Chapter has a representative serving on the Executive Committee. When elected to the Executive Committee, a Director's term of office shall automatically be extended until the expiration of the term of the office to which the person is elected, if applicable. Directors shall be elected for a three (3) year term or such other term as the Board of Directors may determine. Members of Chapters as well as Members-At-Large may be elected to the Board of Directors by a vote of the Contractor and Industry Members. Candidate(s) for election to the Board of Directors that receive the largest number of votes shall be elected. Directors may not be elected to more than three (3) consecutive terms.

Section 5. ROLL CALL. A roll call shall be administered by the Executive Director at the start of any Board of Directors meeting and recorded for the corporate records by the

Secretary. A two thirds majority of the members of the Board of Directors shall constitute a quorum at a duly called meeting of the Board. A simple majority vote of any duly convened quorum of the Board on any matter coming before the Board of Directors shall constitute a valid vote. Any issue not decided due to a lack of quorum shall be noted as such in the meeting minutes and carried to the next scheduled meeting of the Board of Directors.

A Board Member (Director) missing two (2) or more board meetings in a single year may be subject to removal from the Board of Directors by a majority vote of a quorum of the Board of Directors. The Board of Directors may fill vacancies on the Board of Directors for the duration of a term of office left vacant by dismissal or resignation.

Section 6. NOMINATING COMMITTEE. A Nominating Committee consisting of MBCEA Directors shall be named annually by the President to review and present nominees for the at-large positions on the Board of Directors and to review and present nominees for Officers. The Nominating Committee shall present all nominated candidates to the President, Executive Director, and General Counsel in writing with a recommendation as to which candidates qualify under these Bylaws to stand for election.

Section 7. GENERAL COUNSEL. The Board of Directors shall retain the services of an attorney to serve as general counsel for MBCEA on terms agreeable to the Board. The general counsel shall be nominated by the president and approved by a simple majority vote of the board of directors. The Board shall also, as necessary retain the services of a certified public accountant to perform audits and prepare necessary financial documents, including the organization's tax returns. The accountant shall also be nominated by the president and approved by a simple majority vote of the board of directors.

ARTICLE VIII

Duties of Officers, Executive Committee and Board

Section 1. PRESIDENT. The President shall preside at all meetings, act as the spokesman for the organization, act as Chairman of the Board, and shall be an ex-officio member of all MBCEA committees. The President shall also have authority to conduct the MBCEA's financial affairs, in concert with the Treasurer, including sign checks and make deposits on behalf of the organization. The President shall also be the deciding vote in any tie in voting by the Board of Directors or the Executive Committee and otherwise execute the powers and responsibilities assigned to the office in these Bylaws.

Section 2. VICE PRESIDENT. The Vice President shall fulfill the duties and responsibilities of the President in the event the President is indisposed or unable to serve. The Vice President shall also chair the strategic planning committee and otherwise execute the powers and responsibilities assigned to the office in these Bylaws.

Section 3. TREASURER. The Treasurer shall have the responsibility to manage all funds of the MBCEA. As part of said duties and responsibilities, the Treasurer shall open and maintain a bank account to hold the organization's funds, keep the organization's books, and cause a monthly report and statement of all monies received and paid to be made to the Executive

Committee. The Treasurer shall cooperate and oversee the accountant selected under the terms of these Bylaws in the preparation of an annual financial statement and the organization's tax returns. Furthermore, the Treasurer shall conduct and oversee, with the assistance of a certified public accountant, an audit of the organization's books and financial records no less than every 3 years. All costs associated with the Treasurer's responsibilities shall be paid by MBCEA and the Treasurer may delegate, with the approval of the Executive Committee, the administrative and record keeping responsibilities of the position to the Executive Director.

Section 4. SECRETARY. The Secretary shall keep minutes of all meetings of MBCEA and circulate said meeting minutes to all members of the Board of Directors no later than 30 days after any officially sanctioned meeting. The Secretary shall record all members present at the time of roll calls at meetings and the results of any vote taken by the Executive Committee, the Board of Directors, or the General Membership. The Secretary shall also be responsible for, with the assistance of the general counsel, preparing all notices of meetings or other notices required under the terms of these Bylaws. The Secretary may delegate the responsibilities for issuing said notices to the Executive Director with the approval of the Executive Committee.

Section 5. EXECUTIVE DIRECTOR. The Executive Director shall serve as manager of the MBCEA offices and shall serve at the pleasure of the MBCEA Board of Directors. The Managing Director shall, under the direction of the Board of Directors, formulate and execute the MBCEA programs, initiatives, and other activities at the direction of the Board. The Executive Director shall be employed or contracted by the Board on behalf of the MBCEA, and shall carry out the duties and responsibilities as determined and directed by the Board. The Executive Director shall furnish a surety bond in such amounts as may be required by the Board of Directors, the premium to be paid by the MBCEA.

Section 6. GENERAL COUNSEL. The general counsel shall be responsible for overseeing the legal affairs of the organization and providing legal advice to the Board of Directors and/or the Executive Committee upon request. The general counsel shall also be responsible for serving as the designated agent for service of process, directing the organization's litigation, and maintaining copies of all relevant and pertinent documents, including but not limited to, contracts, bonds, insurance policies, and corporate books and resolutions.

Section 7. IMMEDIATE PAST PRESIDENT. The Immediate Past President is the person who served as President of the MBCEA during the term immediately preceding the presently serving President as outlined in Section 1 above. The Immediate Past President shall have a seat on the Board of Directors, have a corresponding vote on matters before the Board, and serve for the duration of his or her immediate successor. The Immediate Past President may be invited to participate in Executive Committee meetings; but the Immediate Past President shall not be a member of Executive Committee or be permitted to vote when on matters before the Executive Committee.

Section 8. BOARD OF DIRECTORS. The affairs of the MBCEA shall be managed by the Board of Directors. The Board of Directors shall have the authority and the responsibility of approving a written strategic plan and budget annually. Said plan and budget shall be

established for the express purpose of fulfilling the goals and objectives as set forth by the MBCEA's Board of Directors and shall be delivered to the members at the annual meeting as part of the President's state of the organization address. The Board of Directors shall have the authority and responsibility of establishing MBCEA policy and procedures in compliance with these Bylaws.

A Member of the Board of Directors shall serve as the Chairperson of each MBCEA Committee unless otherwise deemed appropriate by the Board.

The Board of Directors shall have the authority and the responsibility of establishing goals and objectives of the MBCEA. Only Officers, Directors, and MBCEA Members shall be eligible to serve on the MBCEA's Committees.

Section 9. INSURANCE. The MBCEA shall purchase and maintain occurrence based Commercial General Liability and Directors and Officers Liability Insurance coverage in such amounts and on such terms as approved by the Board of Directors, but in no case with limits less than \$1,000,000 per occurrence. The MBCEA shall indemnify any and all persons who may serve or who have served at any time as a director, officer, committee chairperson, committee member, or staff member of the MBCEA, and their respective heirs, administrators, successors, against any and all expenses incurred by or imposed upon such person in connection with any proceeding to which such person may be a party by reason of having been officer, director, committee chairperson, committee member, or staff member of the MBCEA (an "Indemnifiable Capacity"), or any settlement thereof, except in relation to matters as to which any such person shall be adjudged in any proceeding liable for that person's own negligence or misconduct in the performance of their duties; provided that in the event of a settlement of a suit, the indemnification provided for in this section shall apply only when the Board of Directors approves such settlement and reimbursement as in the best interest of the MBCEA. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which a person serving in an Indemnifiable Capacity may be entitled. The rights granted or created hereby shall be vested in each person entitled to indemnification hereunder as a bargained-for, contractual condition of such person's serving or having served in an Indemnifiable Capacity; and, while this Section 9 may be amended or repealed, no such amendment or repeal shall release, terminate or adversely affect the rights of such person under this Section 9 with respect to any act taken or the failure to take any act by such person prior to such amendment or repeal or with respect to any action, suit or proceeding with respect to such act or failure to act filed after such amendment or repeal. This provision shall not serve as a release of claims or a right to indemnity for claims by MBCEA against a person serving in an Indemnified Capacity for negligence, breach of contract, or otherwise.

ARTICLE IX

Trusts

The MBCEA may establish and operate insurance programs, scholarship foundations or such other programs as the Board from time determines and authorizes.

ARTICLE X

Standing or Temporary Committees

Section 1. COMMITTEES. The President may establish standing or temporary committees as may be required to carry on the work of the MBCEA. The President shall appoint the membership of such Committees with the advice and consent of a majority vote of the Executive Committee. The purpose of the committee and the number of members to serve on the committee shall be provided in writing to the Executive Director and general counsel to keep with the corporate records. No member of MBCEA shall be required to serve on a committee.

ARTICLE XI

Non-Profit Status

MBCEA is not organized for any pecuniary gain or profit to its members and is organized solely for a non-profit purpose. No accumulated surplus, including, but not limited to, any net earnings, shall accrue nor be distributed to any member.

The balance, if any, of all money received by MBCEA from its members, or any other source, shall be used exclusively to carry out the objectives and purpose for which MBCEA was formed. In the event of a dissolution of MBCEA, the property and assets then owned by MBCEA shall never belong to or be distributed to any member, any suspended member or expelled member, nor shall any member or expelled member, have any claim or interest therein, and in the event of such dissolution, the Board of Directors is authorized to convey and distribute all of MBCEA's assets (after paying or making provision for the payment of all liabilities of MBCEA) to a charitable organization which has been determined by the Internal Revenue Service to be exempt from taxes by section 501(c)(6) of the Internal Revenue Code.

ARTICLE XII

Adoption and Amendments

Section 1. AMENDMENT. These amended bylaws may be amended by a simple majority vote of members with voting rights under these Amended Bylaws, including the Contractor Members and the Industry Members in good standing, by either letter, electronically or written proxy.

Notwithstanding the above in no case shall an amendment be voted on unless at least thirty (30) days advanced written notice of intent to submit such amendment to the bylaws has been mailed by letter or sent electronically to each voting member of the MBCEA.

Section 2. MERGER These amended bylaws, when adopted, supersede all past bylaws of the MBCEA.

Section 3. These amended bylaws were revised and adopted on 11/27/2019 and are effective as of that date.