

CONSTITUTION
SHEET METAL CONTRACTORS ASSOCIATION
OF PHILADELPHIA AND VICINITY

ARTICLE I – NAME

The name of the organization shall be THE SHEET METAL CONTRACTORS ASSOCIATION OF PHILADELPHIA AND VICINITY.

ARTICLE II – OFFICES

The registered office of The Sheet Metal Contractors Association of Philadelphia and Vicinity (hereinafter referred to as the "Association") shall be located within the Commonwealth of Pennsylvania at such place as the Board of Directors (hereinafter referred to as the "Board of Directors" or the "Board") shall determine from time to time.

ARTICLE III – PURPOSE

The objectives of this Association shall be the promotion of friendly business relations and mutual confidence among its Members (as hereinafter defined) and others in the Industry; to establish just and equitable principles of trade; to eliminate discriminatory and otherwise unfair practices, policies and requirements that are or could be imposed upon and injurious to its members; to prepare and disseminate information to Members; to secure harmony, uniformity and certainty in the relations between employers and employees and in particular to conduct negotiations between employer and employee groups; and in all lawful ways to protect and promote the business interest of its Members.

ARTICLE IV – MEMBERSHIP

Section 4-1. Membership. The membership of this Association (hereinafter, "Members") shall consist of any corporation, partnership, LLC, or sole proprietorship engaged in business as a Sheet Metal, Heating, Ventilating and Air Conditioning contractor and/or Balancing contractor and/or Specialty Sheet Metal contractor.

Section 4-2. Application of Membership. Any person sole proprietor, LLC, corporation, or partnership qualifying under Section 4-1 may become a Member by signing an Application, giving such information regarding his/her business as may be requested, paying any application fees as required by the By-Laws of the Association (hereinafter, "By-Laws"), and by being endorsed by two Members, after which the Application shall be passed upon at a regular Meeting of the Association Directors. Membership shall be for a term of one year renewable annually in July.

Section 4-3. Termination of Membership. In addition to termination by resignation as provided for in Articles IV and V of the Association By-Laws, or by death in the case of an individual in a sole proprietorship, membership may be terminated by a vote of two-thirds (2/3) of the Directors present at a properly convened meeting, of which at least forty eight (48) hours actual personal and/or certified mail notice of the right to attend and be heard shall be given to the Member or Members accused of any of the following:

1.
 - a. Failure to abide by the provisions of the Association Constitution and By-Laws, and policies and procedures;
 - b. Failure to abide by the terms and conditions of the labor agreements negotiated by the Association with Local Union #19;
 - c. For conduct by a Member, which in the opinion of the Association Board of Directors, is detrimental and vitally prejudicial to the welfare and reputation of the Association.

Section 4-4. Dues and Fees. The dues and fees to be paid by a Member shall be in accordance with the By-Laws of this Association and shall be paid directly to the Association.

ARTICLE V - BOARD OF DIRECTORS

Powers, Number, Vacancies, Removal and Qualification.

Section 5-1. General Powers. Except as otherwise provided by law or the By-Laws of this Association, the business and affairs of the Association shall be managed by the Board of Directors. The Board shall be responsible for the disbursement of all funds of this Association and the appointment of the Executive Director/CEO. Unless the Pennsylvania Nonprofit Corporation Law ("PNCL") permits otherwise, this Section 5-1 may be modified only by a Constitutional amendment adopted by the Members.

Section 5-2. Number. The Board of Directors shall consist of the Association's then-current and duly elected President, Vice President, Secretary-Treasurer, Immediate Past President, Executive Director/CEO, and five (5) other non-officer Directors. Non-officer Directors shall be elected to a term of three (3) years. Terms shall commence on July 1 and end on June 30. No more than one (1) individual from a Member Firm may simultaneously serve as a Director of the Association. Unless the NPCL permits otherwise, this Section 5-2 may be modified only by a Constitutional amendment adopted by the Members. In addition to the powers and duties set forth herein, the Directors shall have all powers and be charged with all duties that are prescribed under Section 5502 of the NPCL.

Section 5-3. Vacancies. Each Director shall hold office until the expiration of the term for which he or she was selected or until his or her earlier death, resignation or removal. The President, upon ratification by two-thirds (2/3) of the Board of Directors present at a regularly convened meeting, shall fill any vacancies on the Board of Directors to serve out the term of the Director no longer available for service (other than the President, whose unexpired term shall be completed by the Vice President).

Section 5.4. Removal. The entire Board of Directors or any individual Director may be removed from office by a 2/3 vote of the full Membership without assigning any cause. Unless the PNCL permits otherwise, this Section 5-4 may be modified only by a Constitutional amendment adopted by the Members.

Section 5-5. Qualification. All Directors other than the Executive Director must be natural persons at least 18 years of age who is a shareholder, owner, partner, or officer of an Association Member Firm, or serves as the Executive Director/CEO of the Association. An individual shall be disqualified from election or future service on the Board as Director if he ceases to be a shareholder, owner, partner, or officer of an Association Member Firm, or serves as the Executive Director/CEO of the Association, or if his/her Member Firm is delinquent in and contribution obligation arising under the collective bargaining agreements negotiated through/by the Association or according to this Constitution or the Association Bylaws for more than 90 days.

Section 5-6. Meetings. The Directors shall meet as scheduled by the President of the Board, or upon the written request of any two (2) Directors. All Directors shall be given reasonable notice of meetings.

Section 5-7 Quorum. A quorum for the purpose of holding any meeting of the Directors shall be five (5) voting Members who are physically present at the meeting.

Section 5-8 Attendance. Directors are expected to attend meetings in person. The President may, at his/her discretion, allow a Director to attend by conference call or other electronic technology in which all persons participating in the meeting can hear each other.

Section 5-9 Voting. Voting may be conducted in person, including by conference call or other electronic technology in which all persons participating in the meeting can hear each other. Each Director, except the Association Executive Director/CEO, shall have one (1) vote. The affirmative vote of a majority of the Directors present and eligible to vote shall be required to pass any motion or resolution at any meeting of the directors.

Section 5-10 Unanimous Consent in Lieu of a Meeting. The Directors may unanimously consent in writing to any action to be taken by the Board, whether such consent is given before or after the action is taken, and the execution of the written consent shall constitute a waiver of any notice or requirements stated in the Constitution and Bylaws which might otherwise invalidate said action.

ARTICLE VI – OFFICERS

Section 6-1. Officers. The Officers of the Association shall consist of a President, Vice President, Secretary-Treasurer, Immediate Past President and Executive Director. Each Officer shall have a vote on matters of business except the Executive Director/CEO. All Officers shall serve without compensation except the Executive Director. The Association may in its discretion retain the Executive Director as an employee of the Association or contract with an independent business enterprise, which shall designate an individual, who shall serve with the Board’s approval as the Executive Director.

Section 6-2. Terms of Office. Each Officer except the Executive Director shall be elected to a term of one (1) year. No Officer except the Executive Director may serve more than two (2) consecutive one (1) year terms in a given office. Terms shall commence on July 1 and end on June 30.

Section 6-3. Voting for Officers: All Officers, except the Executive Director, shall be elected by the Association Membership as stipulated in Article VII and serve terms established in Section 6-2.

Section 6-4. Succession: It is desirable but not mandatory that the President shall first have served as Secretary-Treasurer and then Vice President and the Vice President shall first have served as a Director and then Secretary-Treasurer.

ARTICLE VII - ELECTION OF OFFICERS AND DIRECTORS

Section 7-1. Nominating Committee. The President shall appoint a Nominating Committee, consisting of the Immediate Past President as Chairman and one (1) committee member selected from the Board of Directors and one (1) committee member selected from the Association’s membership at large, on or before January 1 of each year, whose duty it shall be to select, by majority vote, a slate of candidates for the positions of President, Vice President, Secretary-Treasurer and Directors as required. The report of the Nominating Committee shall be published on or before April 30 of each year and promptly mailed to all Members. It shall be the privilege of any Member to submit to the Chairman of the Nominating Committee,

by mail, additional nominations, which shall be endorsed in writing by at least one (1) additional Member in good standing. Such nominations must be received by the Nominating Committee on or before the 1st Monday in May of each year and shall be published on the succeeding Wednesday in May of each year and promptly mailed to all Members.

Section 7-2. Election. The election of Officers and Directors shall be held at the annual meeting of Members and shall be by ballot or voice vote as determined by a majority of those Members attending the meeting. Each Member of the Association present shall be entitled to one (1) vote for each Director and Officer and the candidate or candidates who shall receive the affirmative vote of the majority of those Members voting for each opening shall be elected.

ARTICLE VIII - MEMBERSHIP MEETINGS

Section 8-1. Annual Meeting. The Annual Meeting of the Association shall be held in May or June at the time and place fixed by the Officers and Directors for the purpose of electing Directors and transacting such other business as may properly come before the Meeting.

Section 8-2. Regular Meetings. Regular meetings of all Members of the Association shall be held at times and places fixed by the Officers and Directors.

Section 8-3. Special Meetings. Special Meetings may be called upon the written request of ten (10) Members of the Association. Such requests must be acted on by the President within ten (10) days of receipt of such request and each special Meeting must be called at the earliest possible time, allowing only for sufficient time for due notice of such special Meeting by mail to all Members.

Section 8-4. Voting. At all Membership Meetings of the Association, each Member in good standing shall be entitled to one vote which may be voted either in person or by signed and dated ballot received at the Association's office at least two business days before the Membership Meeting, except as otherwise provided in Article VI of the Association By-Laws.

Article IX – Restrictions

No firm affiliated with the Sheet Metal Contractors Association of Philadelphia and Vicinity shall have any cause of action in its own right, or on behalf of another affiliated firm against the Sheet Metal Contractors Association of Philadelphia and Vicinity or any officer, director or representative thereof for any action of commission or omission, and no formerly affiliated firm of the Sheet Metal Contractors Association of Philadelphia and Vicinity shall have any cause of action arising out of termination of affiliation against the Sheet Metal Contractors Association of Philadelphia and Vicinity or any officer, director, or representative thereof.

Article X – Dissolution

In the event of liquidation, dissolution, or termination of the affairs of the Association, whether voluntary or involuntary or by operation of law, and after paying or making provisions for the payment of all of the liabilities of the organization, the property or other assets of the organization, and any proceeds thereof, insofar as permitted by law, shall be distributed to such non-profit corporations, associations, or other organizations having purposes similar to this organization, which shall have received notice of exemption and be exempt from federal income taxes under Section 501(c)-(6) of the Internal Revenue Code of 1954 or such corresponding sections as may from time to time be in force, as the Board of Directors of the Association shall determine.

ARTICLE XI - AMENDMENTS

Any amendment or alteration of this Constitution may be made at any regular or special Meeting of the Association Members by a vote of two-thirds (2/3) of the Association Members present at a properly convened membership meeting after notice to the Members of such purpose. Written notification of any amendment must be in the hands of the Members at least two weeks prior to the Meeting.