

# **CONSTITUTION and BY-LAWS**

**SHEET METAL & ROOFERS EMPLOYERS'  
ASSOCIATION OF SOUTHEASTERN NEW YORK, INC.**

**330 Meadow Avenue**

## **Newburgh, NY 12550**

Adopted: Sept. 1, 1937

Revised: July 15, 1965

Revised: Oct. 15, 1971

Revised: April 8, 1974

Revised: Jan. 21, 1991

Revised: Sept. 6, 2016

## **ARTICLE I. NAME**

**Sec. 1.** The name of this organization shall be Sheet Metal & Roofers Employers' Association of Southeastern New York, Inc., hereinafter called the Association.

## **ARTICLE II. PURPOSES**

**Sec. 1.** To conduct and operate and maintain a Trade Association composed of firms engaged in the fabrication and erection of architectural sheet metal, commercial, residential, industrial sheet metal, air conditioning, roofing and other specialized business in the area of Westchester, Rockland, Dutchess, Putnam, Orange, Ulster and Sullivan Counties, N.Y. and Fairfield & Litchfield Counties, CT.

**Sec. 2.** To encourage a spirit of cooperation and friendliness among its members; to favorably impress the public and to promote the welfare and public acceptance of the industry.

**Sec. 3.** To take positive steps to protect the industry against imposition, injustice, and encroachments by other industries, by gathering and dissemination of information of interest and usefulness and by other lawful means and generally to discourage unfair methods competition and trade practices.

**Sec. 4.** To cooperate in the passage of just and reasonable ordinances affecting the fabrication and the erection of all item of this trade.

**Sec. 5.** To establish and maintain friendly relations between member contractors, architects and all other branches of the construction industry.

**Sec. 6.** To organize and engage in such activities as research, and public education for the benefit of its members; to secure and disseminate to members specialized information necessary to the efficient operation of the businesses of the members; and to carry on such other lawful activities as may become expedient for the better protection of the industry and the membership.

**Sec. 7.** To promote sound labor relations on the basis of labor and management cooperation in the public interest.

**Sec. 8.** This Association shall be the bargaining agent and contracting party to any agreement made between Labor and Management involving the members of this Association and their employees. Membership in this Association shall constitute assignment of bargaining rights, subject to penalties for breach of that assignment.

### **ARTICLE III. MEMBERSHIP**

**Sec. 1.** Membership in this Association shall be limited to any firm engaged in the work of this industry having a fixed place of business in the areas defined in Article II, Sec. 1 of this document.

**Sec. 2.** Election to membership in this Association shall be by a majority vote of the Board of Directors. The Board of Directors shall establish the requirements for membership.

**Sec. 3.** All members are entitled to attend all meetings of the Association and to participate in all discussions at such meetings. Each firm elected to membership shall be represented by an authorized delegate who shall be duly authorized and qualified to represent such firms at the meetings and who shall be eligible to an office in the Association. Each member firm shall be entitled to one vote.

**Sec. 4.** In the event that the qualified representative of a member firm cannot attend a regular meeting, annual meeting or special meeting, his membership can be voted by proxy assigned to the qualified representative of another member in good standing.

**Sec. 5.** In the event any member sells or disposes of its or his business, membership in this Association may be transferred to the purchaser. Subject to the provisions of Sec. 2 of this Article.

### **ARTICLE IIIA. ASSOCIATE MEMBERSHIP**

**Sec. 1.** Associate Membership is limited to persons, firms, or corporations who are interested in the sheet metal and air conditioning industry. Associate Members shall be able to attend meetings of the Association designated by the Board of Directors. Associate members cannot vote or hold office or represent themselves as members of the Sheet Metal and Air Conditioning Contractors' National Association, Inc.

### **ARTICLE IIIB. HONORAY LIFE MEMBERSHIP**

**Sec. 1.** Honorary Life Membership is a designation conferred, upon nomination by the Board of Directors and confirmation by a vote of two-thirds of the Regular Members present at a meeting of the Association at which a quorum is present, upon a person who has contributed valuable service to the Association and who retires from active participation in the Sheet Metal and Air Conditioning business. Honorary Life Membership shall not of itself constitute membership in the Association by any firm with which the Honorary Life Member is or has been associated.

#### **ARTICLE IV. TERMINATION OF MEMBERSHIP (Regular and Associate)**

**Sec. 1.** A member whose dues are paid may resign at any time. Resignation must be presented in writing to the Board of Director, which shall act thereupon at the first meeting following receipt thereof. No resignation shall be accepted if the member is indebted. No resignation shall be accepted 6 months prior to expiration of a Collective Bargaining Agreement, and before a subsequent new agreement is signed.

**Sec. 2.** A member may be suspended by the Board of Directors on failure to pay dues within sixty days after they become due. The Board of Directors may provide for a reinstatement fee not in excess of ten percent of the amount due as a condition of reinstatement. Suspension of a member shall have the same effect as termination of membership for the period of such suspension.

**Sec. 3.** The Board of Directors may make such rules as it sees fit in regard to the expulsion of members for non-payment of dues, subject, however, to the condition that any member who is four months delinquent shall be subject to an automatic expulsion. Such expulsion shall not affect assigned bargaining rights per Sec. 1 of this Article.

**Sec. 4.** The Board of Directors may suspend any member at a regular or special meeting, where a quorum is present, by a two-thirds vote provided such member has received written notice of the suspensory charges (ten) days prior to said meeting at which time he shall be privileged to defend his position.

**Sec. 5.** Any suspended member shall be entitled on his request to a further hearing at any regular meeting of the Association or at a special meeting called for that purpose after due notice is mailed to all members. The general membership shall be the final judge on the merits of the charge against the suspended member. If the charge against the suspended member is upheld by two-thirds affirmative vote of the general membership present, the suspended member shall thereupon be expelled from the Association.

#### **ARTICLE V. MEETINGS**

**Sec. 1.** There shall be a regular annual meeting held in April of each year, at such time and place as shall be arranged by the Board of Directors. At least two weeks' notice in writing by mail of the annual meeting shall be given to all members. A majority of the membership represented in person or by proxy in writing shall constitute a quorum, at the annual meeting. The minutes of the annual meeting shall include a certification by the Secretary that the provisions of the Section have been complied with in regard to the written notification.

**Sec. 2.** The Association shall meet regularly at such time and place as designated by the Board of Directors. The members present shall constitute a quorum at such meeting.

**Sec. 3.** Special meetings, upon notice to all members, may be called when deemed necessary by the President, the Board of Directors, or signed petition of five members. One-third of the members shall constitute a quorum at such meeting.

**Sec. 4.** A majority of the Board of Directors shall constitute a quorum at a Director's meeting.

**Sec. 5.** Meetings shall be conducted under Roberts's Rules of Order when not inconsistent with the By-Laws.

## **ARTICLE VI. OFFICERS**

**Sec. 1.** The officers of this Association shall be a President, a Vice-President, a Secretary and a Treasurer, who shall be elected at each annual meeting. The President shall be chief executive officer of the Association and shall be subject to the control of the Board of Directors for general supervision, direction and control of the business and the officer of the Association. He shall preside at all meetings of the members. He shall appoint all committees. The Vice-President shall assume the duties of the President in his absence or inability to act and shall be an ex-officio member of all committees.

The Secretary shall supervise the keeping of the minutes of the meetings of the Board of Directors and of the membership. The Treasurer shall supervise the keeping of the books and records of the Association. The Secretary or Treasurer shall delegate, to an Executive Vice President hereinafter provided for, such duties and responsibilities as may be determined and consented to by the Board of Directors. The Executive Vice President shall be custodian of all funds of the Association and shall pay out on checks or order, when countersigned by any two officers of the Association, and shall from time to time render an account of financial affairs of the Association.

**Sec. 2.** The Board of Directors shall be composed of the elective officers, the past president and the Industry Fund Trustees. The Board of Directors shall be charged with the responsibility for the fulfillment of the purposes and policies of the Association.

**Sec. 3.** The terms of office of all elected officers and directors shall be from election at the annual meeting to the following annual meeting, or until their successors have been duly elected. Any officer or director may be re-elected to office, either to succeed himself or to fill any other office or directorship in the Association: however, no member may be elected to serve as President for more than two successive terms.

**Sec. 4.** Vacancies in any elected office or the Board of Directors of the Association may be filled by an election by the Board of Directors of the Association to serve until the next annual meeting.

**Sec. 5.** Election of officers at the annual meeting shall be by secret ballot in those cases where more than one nomination to any single office has been made. The election of the officers shall be a simple majority of votes cast for each respective office.

**Sec. 6.** The Board of Directors shall have full and complete control of the business of the Association, subject only to the limitations of the Constitution and By-Laws. The Board of Directors shall have the duty to hire an Executive Vice President and such other employees as the needs of the Association may require. The Board of Directors shall make such rules as it deems necessary and proper to accomplish the purposes of the Association.

#### **ARTICLE VII. AMENDMENTS TO THE CONSTITUTION**

**Sec. 1.** Amendments to this Constitution may be proposed by two or more members filing a request for same in writing to the Association at its regular post office address. Upon receipt of such proposed amendment, the Secretary or Executive Vice-President shall submit same to the members by mail two weeks prior to announced meeting. A two-thirds majority of the total voting membership present at the stated meeting, voting affirmatively, shall be required to make any such amendment effective.

## **BY-LAWS**

### **ARTICLE I. BOARD OF DIRECTORS**

**Sec. 1.** The Board of Directors shall manage the affairs of this Association within the limitations set forth in these By-Laws, and with any other limitations lawfully imposed. The members of the Board of Directors present at any meeting shall constitute a quorum for the transaction for the transaction of business.

#### **Sec. 2.** Meetings and Voting

Meeting of the Board of Directors shall be held semi-annually or as required. All actions of the Board at a meeting shall be determined by a majority of the vote cast.

### **ARTICLE II. MANAGEMENT – FINANCIAL**

**Sec. 1.** Fiscal Year – The fiscal year of this Association shall be the calendar year.

#### **Sec. 2.** Budget

An Annual budget to cover the operations of the Association shall be prepared by the Executive Vice President. The budget shall be submitted to the President by the Executive Vice President for approval of the Board of Directors.

#### **Sec. 3.** Audit of Accounts

There shall be an annual audit of the books of the funds and accounts of the Association. This audit shall be prepared as soon after the close of the Association's fiscal year as possible, by an auditor approved by the Board of Director. This audit shall be submitted to the Board of Directors.

### **ARTICLE III. OFFICERS**

#### **Sec. 1.** Powers & Duties



The officers shall have the powers and duties usually incident to their several offices and such other powers as may be delegated to them by the Board of Directors and Members of this Association.

**Sec. 2. President**

The President shall have general supervision over all affairs of the Association, shall be the President and Executive Officer of all business meetings, Chairman of the Board of Directors and shall appoint all committees. He shall be ex-officio a member of all committees.

**Sec. 3. Vice President**

In the event of the inability or absence of the President to perform his duty, the Vice President shall assume and discharge all the duties of the President.

**Sec. 4. Secretary**

The Secretary shall supervise the keeping of the minutes of the meetings of the Board of Directors and of the membership.

**Sec. 5. Treasurer**

The Treasurer shall supervise the keeping of the books and records of the Association.

**ARTICLE IV. OFFICE STAFF**

**Sec. 1. Executive Vice President**

The Board may employ an Executive Vice President, establish his duties, fix his compensation and approve the location of his office.

**Sec. 2. Additional Staff**

The Board of Directors may employ the staff, establish their duties and fix their compensation or empower the Executive Vice President to do so.

**ARTICLE V. COMMITTEES**

**Sec. 1. General**

The President shall appoint any committees deemed necessary to carry on the business of the Association in the best interest of the membership.

## **ARTICLE VI. DUES**

### **Sec. 1. Dues Schedule**

Annual dues of this Association shall be Two Hundred Fifty Dollars (\$250) for each member.

Dues of a new member applying for membership in the third or fourth quarter of a year shall be One Hundred Twenty Five Dollars (\$125) for each member.

Annual dues for Associate members of this Association shall be Five Hundred Dollars (\$500) for each Associate member firm.

### **Sec. 2. Payment of Dues**

Upon receipt of notification of annual dues, members shall remit same to the Association office.

### **Sec. 3. Dues Delinquency**

Any member whose dues remain unpaid sixty (60) days after the due date shall be deemed to be in arrears and shall not be eligible for the benefits of membership thereafter.

Extenuating circumstances may be submitted in writing to the Board of Directors who shall consider the circumstances and approve or deny extension of membership for a specified length of time.

In the case of members becoming in arrears or a member who has been suspended or expelled, reinstatement shall be optional with the Board of Directors in accordance with Article 4 of the Constitution of this Association.

**Sec. 4.** Special assessments may be levied upon members of the Association.

## **ARTICLE VII. BUSINESS MEETINGS**

**Sec. 1.** Business meetings will be held on the third Monday of each month at a place established by the Board of Directors or their representative. Time of the meetings will be 5:30 P.M. unless otherwise established.

**Sec. 2.** Special meetings may be called by the President as required at any time.

## **ARTICLE VIII. ELECTIONS**

**Sec. 1.** Prior to the March meeting of the Association, the President shall appoint a nominating committee which shall prepare a slate of candidates for the various Officer and Director vacancies for the ensuing term. The slate shall be presented to the membership at the March meeting of the Association. Additional nominations may be made from the floor.

**Sec. 2.** At the April meeting the President shall appoint a judge and tellers to conduct the elections.

**Sec. 3.** The membership shall then cast their ballot for the names of candidates presented by the Nominating Committee and received from the floor during the Annual Meeting. Those candidates receiving the highest number of votes shall be elected.

## **IX. CONDUCT OF MEETINGS**

**Sec. 1.** Each meeting at which the Association business is to be transacted shall be conducted by a duly appointed Chairman. The Chairman shall conduct the meetings in an orderly fashion and make ruling on all disputed points, his rulings being always subject to review by the members attending the meeting.

**Sec. 2.** Each meeting shall also have appointed to it a Secretary for the recording of the proceedings in the form of minutes unless otherwise specified by these By-Laws.

## **X. OBLIGATION**

**Sec. 1.** Agreement

Each member shall, as a prerequisite to his having become a member of this Association, accept these By-Laws and any rules or regulations in effect during the term of said membership.

Each applicant, upon being accepted as a member of this Association, shall be provided a copy of the By-Laws and Constitution.

## **XI. AMENDMENTS**

**Sec.1.** These By-Laws may be amended by a two-third vote of the Board of Directors, or they may be amended by a vote of the membership at a duly called meeting of the membership where ten days' notice in advance is given to members of the proposed amendment. The Board of Directors shall give such notice of the proposed amendment to these By-Laws to be acted

upon at the next regular meeting of the membership whenever two or more members of the Association propose an amendment to these By-Laws.