

# **BYLAWS**

for the

Sheet Metal and Air Conditioning Contractors' National Association, Inc. dba



Amended and Restated February 24, 2016

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## **ARTICLE I – *The Association***

### **SECTION 1.1 – *Name***

The association shall be known as the Sheet Metal and Air Conditioning Contractors’ National Association, Inc. dba the Sheet Metal and Air Conditioning Contractors’ National Association of Southern Nevada (SMACNA) hereafter referred to as the Association.

### **SECTION 1.2 – *Incorporation***

The Association was incorporated on September 20, 1965 under Nevada Revised Statutes 81.410 to 81.540 inclusive and prior to the Nevada State Legislature’s October 1, 1991 adoption of the new Nevada Nonprofit Corporation Act that created NRS Chapter 82.

### **SECTION 1.3 – *Purpose***

The stated purpose of the Association in the Articles of Incorporation is to not operate for profit. The Association received its nonprofit tax exempt status as a 501 (c)(6) from the Internal Revenue Service on December 2, 1966 confirming its existence as a business league. A business league is an association of persons having a common business interest, with activities directed to the improvement of business conditions.

### **SECTION 1.4 – *Objects***

The objects of this Association are:

To advance the interests, welfare and good fellowship of its Members.

To offer a conduit for affiliation with the national association of the Sheet Metal and Air Conditioning Contractors’ Association and to provide further the objects of the national association as set forth in its Constitution and Bylaws.

To provide an organized means whereby employers engaged as contractors in the sheet metal contracting industry may meet to develop knowledge and discuss skills to enhance the industry.

To cultivate a collective mindset of business ethics and integrity on par with best practices in the industry.

To protect the sheet metal contracting industry at the local, state and federal levels through engagement of and advocacy in the political process.

To engage in collective bargaining with organized labor to minimize labor strife and to promote harmonious relations between the Members and their respective employees and to adjust such differences, as may arise between them from time-to-time, by amicable action.

To educate through dissemination the latest sheet metal contracting industry advances and developments vetted by the scientific and technological communities.

## **SECTION 1.5 – Definitions**

### **1.5.1 Association.**

The term “Association” shall refer to the Sheet Metal and Air Conditioning Contractors’ National Association of Southern Nevada.

### **1.5.2 Board.**

The term “Board” shall mean the Board of Directors of the Association.

### **1.5.3 Director.**

The term “Director” shall mean a member of the Board.

### **1.5.4 Good-Standing.**

The term “Good-Standing” shall indicate any Member who is not more than thirty (30) days in arrears in dues of membership payment or other properly imposed charges, who is not acting contrary to the basic interests of this Association, who has not failed to comply with the terms and provisions of the terms of said Bylaws, as amended from time-to-time, and who remains eligible for membership in all other respects.

### **1.5.5 Sheet Metal Contracting Industry.**

The term “Sheet Metal Contracting Industry” means the manufacturing, fabrication, assembling, handling, erection, installation, dismantling, conditioning, adjustment, alteration, repair and service of all ferrous and nonferrous metal work and all other materials used in lieu thereof and of all HVAC systems, air veyor systems, exhaust systems and air-handling systems including all equipment and reinforcements in connection therewith. This term also applies to all duct lining and lagging over insulation, the testing and balancing of air-handling equipment, duct work, metal roofing and its underlayment.

### **1.5.6 Member.**

The term “Member” shall refer to a company, corporation or firm in the sheet metal contracting industry or that directly services the construction industry and is in good-standing. This term shall not apply to Members in suspended, resigned or terminated status.

### **1.5.7 Member Designee.**

The term “Member Designee” refers to the individual(s) selected by the Member to act on its behalf.

### **1.5.8 SMART.**

The term “SMART” shall refer to the Sheet Metal, Air, Rail and Transportation Local Union 88. This term shall also represents the Sheet Metal, Air, Rail and Transportation International Union, as deemed appropriate, to eliminate unnecessary duplication.

### **SECTION 1.6 – Offices**

The principal office of the Association shall be located at 2640 S. Jones Boulevard, Suite 4, Las Vegas, Nevada 89146. The Association may have such other offices within the state as the business of the Association may from time-to-time require. Any change or addition of office location shall be approved by a vote of no less than two-thirds (2/3) of the Board of Directors.

### **SECTION 1.7 – Jurisdiction**

The territory in which this Association may conduct its business is the State of Nevada with particular emphasis on the following counties: Clark, Esmeralda Lincoln, Nye and White Pine.

### **SECTION 1.8 – Conflicts**

In the event of a conflict between these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall govern. In the event of a conflict between these Bylaws and state or federal law, state or federal law shall govern.

## **ARTICLE II – Membership**

### **SECTION 2.1 – Classes of Membership**

Members in this Association shall consist of four classes: Contractor, Allied, Associate and Honorary.

#### **2.1.1 Contractor Member.**

A Contractor Member shall be limited to a company, corporation or firm that is contracted to furnish services and engage as a contractor in the sheet metal contracting industry and which is duly licensed by the Nevada State Contractors Board. The Contractor Member shall also be signatory to the Collective Bargaining Agreements entered into by the Association and SMART, on an industry-wide basis, and employs persons subject to the terms of one or more of these Agreements. The Contractor Member designates its sole and exclusive bargaining rights by assignment to the Association in any and all negotiations with SMART. The Association shall act as the sole bargaining agent for the Contractor Member unless otherwise notified under the provisions provided for in the Agreement. The Contractor Member is the only class entitled to vote or hold office in this Association. A Contractor Member shall be entitled to only one (1) vote as provided for in Section 3.6. The Contractor Member may select up to three (3) Member Designees to represent the Member. Membership for a Contractor Member may be granted subject to the procedures described in Article II, Section 2.2.

#### **2.1.2 Allied Member.**

An Allied Member shall be limited to a company, corporation or firm that is contracted to furnish services and engage as a contractor in the sheet metal contracting industry and which is duly licensed by the Nevada State Contractors Board. The Allied Member shall also be signatory to the Collective Bargaining

Agreement entered into by the Association and SMART, on an industry-wide basis, and employs persons subject to the terms of one or more of these Agreements. The Allied Member is a membership class that does not desire to become a Contractor Member, but designates its sole and exclusive bargaining rights by assignment to the Association in any and all negotiations with SMART. The Association shall act as the sole bargaining agent for the Allied Contractor unless otherwise notified under the provisions provided for in the Agreement. The Allied Member may select up to three (3) Member Designees to represent the Member. Membership for an Allied Member may be granted subject to the procedures described in Article II, Section 2.2.

**2.1.3 Associate Member.**

An Associate Member shall be limited to a company, corporation or firm which is not signatory and does not employ persons subject to the terms of the Collective Bargaining Agreement entered into by the Association and SMART, but instead provides services, products, equipment or other meaningful support to the Contractor and Allied Members involved in the sheet metal contracting industry. The Associate Member may select up to three (3) Member Designees to represent the Member. Membership for an Associate Member may be granted subject to the procedures described in Article II, Section 2.2.

**2.1.4 Honorary Member.**

To be eligible for an Honorary Membership, an individual must have served as a Contractor Member Designee and be retired from the sheet metal contracting industry.

A nomination for an individual who meets the above criteria and has rendered unusual and outstanding services to the Association shall be made by the Board of Directors. Honorary Members shall not be required to pay dues and shall have the privilege of attending all membership meetings. Membership for an Honorary Member may be granted to an individual by a vote of no less than two-thirds (2/3) of the Board of Directors at a Regular Meeting or Special Meeting of the Association. The membership of an Honorary Member may be terminated, with or without cause, by no less than a two-thirds (2/3) vote of the Board of Directors.

**SECTION 2.2 – Application for Membership**

The Association shall provide a form for the Contractor, Allied and Associate classes of membership. The properly completed application shall be signed by a Member Designee. The signed application shall act as an Agreement to abide by these Bylaws and to pay dues and assessments as otherwise prescribed by the Board of Directors to maintain membership status. The application shall be remitted to the Association office accompanied by payment of dues for one year.



### **2.2.1 Election to Membership.**

Application for membership as a Contractor, Allied or Associate Member shall be submitted to the Board of Directors. The Directors, at any Regular Meeting or Special Meeting, called for such purpose, shall act as the sole authority in considering the credentials of the applicant and in determining the eligibility of the applicant for membership. A majority vote of the Board of Directors is required to elect an applicant to the status of Contractor, Allied or Associate Member.

### **2.2.2 Notice to Applicant.**

The Executive Vice President, or their designee, following the vote of the Board of Directors, shall notify the applicant whether they have been elected to membership. If the application for membership is not so approved, the applicant shall be so notified within thirty (30) days and afforded the opportunity to present proof of eligibility to the Board. Thereafter the application shall again be submitted to the Board for final vote of the eligibility of the candidate for election to membership. Should the applicant be declared elected to membership the Executive Vice President or their designee shall notify the applicant.

### **SECTION 2.3 – *Vesting of Membership***

Membership shall be vested in the company, corporation or firm only once duly elected, the Honorary Member notwithstanding. The rights of membership are not assignable and may not be subject to levy, lien or attachment. No Member shall maintain any right or interest to any of the property or assets of the Association. A Member shall be in good-standing to partake in the rights and privileges of this Association.

### **SECTION 2.4 – *Binding of Membership***

The Bylaws and the contracts, agreements and actions of the Board of Directors shall be binding upon each Member and its successor(s), including but not limited to Member changes in name, partnerships or executive management.

### **SECTION 2.5 – *Transfer of Membership***

The Board of Directors is hereby authorized to establish, at its discretion, a policy governing the transfer of Membership from one Member to a successor Member when the original Member ceases to perform work in the sheet metal contracting industry or is otherwise not eligible for membership.

### **SECTION 2.6 – *Dues for Membership***

The dues for membership of this Association shall be fixed from time-to-time by a majority vote of the Board of Directors at a Regular Meeting or any Special Meeting called for said purpose. The manner and method of payment of dues shall be as authorized by the Board of Directors. The Association shall notice any member whose dues for membership are in arrears. The Board of Directors shall maintain the right to suspend the membership of any Member who is thirty (30) days or more in arrears on dues for membership and terminate the membership of any

Member who is sixty (60) days or more in arrears on dues for membership. The Executive Vice President shall notify, in writing, any Member so suspended or terminated. The Board of Directors maintains the authority to reinstate the suspended or terminated Member following complete payment of delinquent dues of membership.

**2.6.1 Industry and Local Industry Funds.**

In addition to dues for Membership, each Contractor and Allied Member, when engaging employees to perform work under the Collective Bargaining Agreement(s) entered into by the Association and SMART, on an industry-wide basis, shall be required to make the full, required monthly contribution to the Industry and Local Industry Funds, administered by the Association. Each Contractor and Allied Member shall make the contribution based on the schedule and contribution rate, for each working employee, set forth under the applicable Agreement. The Board of Directors shall maintain the same authority to suspend or terminate the membership of a Contractor or Allied Member who is in arrears on contributions to the Industry and Local Industry Funds, as provided for in Section 2.6.

**SECTION 2.7 – Resignation of Membership**

Resignations of membership tendered in writing by a Member of good-standing shall be presented and duly acted upon by the Board of Directors at its next Regular Meeting.

**SECTION 2.8 – Suspension or Termination of Membership**

Should any Member cease to be principally engaged in the sheet metal contracting industry, cease performing sheet metal contracting industry work in the jurisdiction of the Association, go into the hands of a receiver, be the subject of a voluntary or involuntary position in bankruptcy, fail or become insolvent, then the Board of Directors may suspend or terminate the membership of such Member by a majority vote of the Directors present at any Regular or Special meeting. The Executive Vice President shall notify, in writing, any Member so suspended or terminated.

**ARTICLE III – Meetings of the Membership**

Contractor Members, Allied Members, Associate Members and Honorary Members shall be invited to attend all Meetings of the Membership other than those meetings at which labor relations, collective bargaining or other business matters are to be discussed and voted upon by the Contractor Members.

**SECTION 3.1 – Regular Meetings**

A Regular Meeting of the Association shall be held no less than one (1) time in a calendar year at such time(s) and place(s) as designated by the Board of Directors.

**SECTION 3.2 – Special Meetings**

A Special Meeting of the Association may be called by any Officer at any time or at the request of at least five (5) Contractor Members in good-standing. The Executive Vice President shall provide written notice with the time, place and purpose of the meeting. The notice shall be delivered not less than three (3) days before the date of the Special Meeting. Only such purpose(s) as specified in the written notice and no other purpose(s) shall be considered at the Special Meeting.

### **SECTION 3.3 – *Electronic Meetings***

An Electronic Meeting of the Association shall be deemed a permissible format to conduct a Meeting of the Membership. An Electronic Meeting may enlist a conference telephone, other communications equipment or other electronic means, to the extent permitted by law, that enables all members participating in the meeting to communicate with one another and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

### **SECTION 3.4 – *Annual Business Meeting***

The Annual Business Meeting of the Association shall be held at such time and place as designated by the Board of Directors. The Annual Business Meeting shall be conducted for the purpose of electing Directors to the Association Board and for the transaction of such other business as may be deemed relevant by a majority of the Board of Directors. The Annual Business Meeting may, at the discretion of the Board of Directors, be conducted by ballot. The Executive Vice President shall deliver the ballot in any combination of hand-delivery, electronic mail (email), facsimile or United States Postal Service to the last known contact information for the Contractor Member as it appears in the records of the Association.

### **SECTION 3.5 – *Notice of Meetings***

The Executive Vice President shall provide written notice of time and place to Members of Regular Meetings, Special Meetings, Electronic Meetings and the Annual Business Meeting of the Association. All Meetings of the Membership shall be considered lawful, and the obligation for due notice satisfied, when notification is delivered in any combination of hand-delivery, Microsoft Outlook Calendar, electronic mail (email), telephonic text, facsimile or United States Postal Service to the last known contact information for the Member as it appears in the records of the Association.

### **SECTION 3.6 – *Quorum***

Twenty-five percent (25 percent) of the Contractor Members shall constitute a quorum for the transaction of business at any meeting, and no business shall be transacted at any meetings where a quorum is not present. The majority of Contractor Members present may adjourn the meeting to a later date and notice thereof shall be given in accordance with Section 3.5.

## **SECTION 3.7 – Voting**

### **3.7.1 Eligibility to Vote.**

Each Contractor Member in good-standing shall be entitled to one (1) vote on each matter voted upon in any Meeting of the Membership. The vote shall only be cast by one of the three Member Designee(s) selected to represent the Contractor Member as it appears in the records of the Association.

### **3.7.2 Method of Voting.**

Voting by Contractor Members in person shall be concluded upon motion carried by a majority vote of Contractor Members by voice vote. In the event the outcome of a voice vote is challenged, the vote shall be redone by roll call. Voting by Contractor Members by ballot shall meet the quorum requirements described in Section 3.5 and shall be concluded upon a majority vote of the ballots from Contractor Members received by the Association.

### **3.7.3 Voting by Proxy.**

The Association shall not recognize a proxy to vote at any meeting as each Contractor Member is entitled to select and maintain in the records of the Association up to three Member Designees to represent and transact business, including voting, on behalf of the Member as provided for in Section 2.1.1.

### **3.7.4 Mail and Electronic Voting.**

Voting by mail or electronic means shall be permitted for any action required or permitted to be taken at any Meeting of the Members, without conducting a meeting, if a mail or electronic vote is called for by the Board of Directors. Quorum requirements described in Section 3.6 do not apply to mail and electronic voting. Mail and electronic voting shall be concluded upon a majority vote of the ballots the Association receives from Contractor Members.

## **SECTION 3.8 – Rules of Order**

The procedure at all meetings of the Association, except as otherwise provided for, shall be governed by Robert's Rules of Order as revised.

## **ARTICLE IV – Board of Directors**

### **SECTION 4.1 – Composition of the Board**

The Board of Directors shall be comprised of President, Vice President, Secretary/Treasurer and Immediate Past President and not less than one (1) nor more than five (5) additional Directors. The Executive Vice President shall serve as an ex officio Director and shall not be entitled to a vote.

#### **SECTION 4.2 – Authority of the Board**

The Board of Directors shall be vested with the complete and unrestrained authority in the management of all affairs of the Association which are not deemed inconsistent with these Bylaws or the laws of the State of Nevada. The Board of Directors may establish Committees from time-to-time for such purposes as it shall determine and may dissolve at any time any Committee so established. It shall be responsible for adopting policies and procedures that enable governance in the best interest of the Association. The Board of Directors may enter into affiliations or contractual agreements with any other trade association(s) or any other group(s) as deemed advisable to carry-out the objects of this Association.

#### **SECTION 4.3 – Election of Directors**

The Directors of the Association shall be elected at the Annual Business Meeting of the Membership in odd-numbered years by a majority vote of the Contractor Members in good-standing. The method of voting shall comply with Section 3.7.2 of these Bylaws.

##### **4.3.1 Nominating Committee.**

The President of the Association shall appoint a Nominating Committee of three (3) Contractor Members in good-standing during the fourth quarter of even years. The Nominating Committee at the last Regular Meeting of the same year, or at a Special Meeting called for said purpose, shall present a list of nominees composed of Contractor Members in good-standing to serve on the Board of Directors. This list proposed by the Nominating Committee shall also serve as the Ballot to be delivered and voted upon by the Contractor Members in good-standing at the Annual Business Meeting of the Membership.

#### **SECTION 4.4 – Terms of Directors**

Each Director shall serve a term of two (2) years commencing January 1 of even years and ending December 31 in the following odd year.

#### **SECTION 4.5 – Compensation of Directors**

The Directors of the Association shall serve without compensation.

#### **SECTION 4.6 – Removal of a Director**

Any Director of the Association may be removed at any time, with or without cause, by the remaining Directors in the manner provided for in the Nevada Nonprofit Corporation Act of 1991. The removal of a Director shall create a vacancy on the Board and shall be filled in compliance with Section 4.8.

#### **SECTION 4.7 – Resignation of a Director**

Any Director of the Association may resign at any time by providing written notice to the Executive Vice President. The resignation of the Director shall take place as specified in such notice, and if not specified, then the resignation shall take effect upon receipt of the notice

thereof. The resignation of a Director shall create a vacancy on the Board that shall be filled in compliance with Section 4.8.

#### **SECTION 4.8 – *Vacancy of a Director***

A vacancy of a Director by removal, resignation, death or ineligibility due to a change of employment with the Member, the affected Member may name a substitution to complete the unexpired term of the vacant Director. In the event an affected Member does not choose to name a substitution, the Board of Directors shall name a substitution to complete the unexpired term of the vacant Director until the next election.

#### **SECTION 4.9 – *Meetings of the Board***

##### **4.9.1 Regular Meetings.**

A Regular Meeting of the Board shall be held no less than four (4) times in a calendar year at such times and places as designated by the Board of Directors, unless waived by a majority vote of the Directors.

##### **4.9.2 Special Meetings.**

A Special Meeting of the Board may be called by any Officer at any time or at the request of at least three (3) Directors of the Board in good-standing.

##### **4.9.3 Electronic Meetings.**

An Electronic Meeting shall be deemed a permissible format to conduct a Meeting of the Board. An Electronic Meeting may enlist a conference telephone, other communications equipment or other electronic means, to the extent permitted by law, that enables all Directors participating in the meeting to communicate with one another and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

##### **4.9.4 Annual Business Meeting.**

The Annual Business Meeting of the Board shall be held at such time and place as designated by the Board of Directors. The Annual Business Meeting, in election years, shall be conducted for the sole purpose of electing Officers to serve the Association in the roles set forth in Section 5.3. The Annual Business Meeting may, at the discretion of the Board of Directors, be conducted by ballot. The Executive Vice President shall accept nominations for the Officer positions, subject to election, and shall prepare and send the ballot in any combination of hand-delivery, electronic mail (email), facsimile or United States Postal Service to the last known contact information for the each Director as it appears in the records of the Association.

##### **4.9.5 Notice of Meetings.**

The Executive Vice President shall provide written notice of time and place to Directors of Regular Meetings and Electronic Meetings not less than three (3) days prior to the

date of the meeting. The Executive Vice President shall provide written notice of a Special Meeting with the time, place and purpose of the meeting. The notice shall be delivered not less than twenty four (24) hours before the date of the Special Meeting. Only such purpose(s) as specified in the written notice and no other purpose(s) shall be considered at the Special Meeting. All meetings of the Directors shall be considered lawful, and the obligation for due notice satisfied, when notification is delivered in any combination of hand-delivery, Microsoft Outlook Calendar, electronic mail (email), telephonic text, facsimile or United States Postal Service to the last known contact information for the Director as it appears in the records of the Association.

**4.9.6 Quorum.**

To constitute a quorum of the Board of Directors there shall be no less than three (3) Directors present for the transaction of business at any Meeting of the Board, and no business shall be transacted at any meetings where a quorum is not present. The majority of Directors present may adjourn the meeting to a later date and notice thereof shall be given in accordance with Section 4.9.5.

**4.9.7 Voting.**

Voting by Directors in person shall be concluded upon motion carried by a majority vote of the Directors by voice vote unless otherwise restricted by law or the provisions set forth in these Bylaws. In the event the outcome of a voice vote is challenged, the vote shall be redone by roll call. Voting by Directors by ballot shall meet the quorum requirements described in Section 4.9.6 and shall be concluded upon a majority vote of the ballots from Directors received by the Association. The Association shall not recognize a proxy to vote at any meeting of the Board of Directors.

**4.9.8 Mail and Electronic Voting.**

Voting by mail or electronic means shall be permitted for any action required or permitted to be taken at any Meeting of the Board, without conducting a meeting, if a mail or electronic vote is called for by the President or the Board of Directors. Quorum requirements described in Section 4.9.6 do not apply to mail and electronic voting. Mail and electronic voting shall be concluded upon a majority vote of the ballots the Association receives from Directors.

## **ARTICLE V – *Officers***

The Officers of the Association shall comprise a President, a Vice President, a Secretary/Treasurer, an Immediate Past President and an Executive Vice President. Each Officer shall be duly elected pursuant to these Bylaws, with the exception of the Executive Vice President who shall be appointed by the Board of Directors and shall serve as a non-voting ex officio pursuant to Section 5.3.5.

### **SECTION 5.1 – Election of Officers**

Following the Annual Business Meeting of the Board of Directors in election years, the Officer positions subject to election, shall be elected at the next Annual Business Meeting of the Board by a majority vote of the Directors on the Board pursuant to Section 4.9.4 of these Bylaws.

### **SECTION 5.2 – Terms of Officers**

Each Officer, shall serve a term of two (2) years commencing January 1 of odd years and ending December 31 in the following even year. Elected Officers may not serve more than one (1) consecutive term.

### **SECTION 5.3 – Role of Officers**

#### **5.3.1 President.**

The President shall exercise general supervision over the interests and affairs of the Association, subject to the consent of the Board of Directors. The President shall preside at all meetings of the Board of Directors and serve as an ex officio member to all Committees. The President shall represent the Association in any situation or matter not otherwise provided for and shall have and perform such other duties as are usual and customary to the office of President.

#### **5.3.2 Vice President.**

The Vice President, during the absence or incapacity of the President, shall possess all the powers pertaining to the role of President and perform said duties, until which time the President may properly resume the role. The Vice President may perform such other duties as may be assigned from time-to-time by the President or the Directors. The Vice President shall have and perform such other duties as are usual and customary to the office of Vice President. If the office of President shall become vacant, the Vice President shall succeed thereto and shall serve as President for the remainder of the unexpired term. The office of Vice President shall thereupon become vacant.

#### **5.3.3 Secretary/Treasurer.**

The Secretary/Treasurer, during the absence or incapacity of the President and the Vice President, shall possess all the powers pertaining to the role of President and perform said duties, until which time the President or Vice President may properly resume the role. The Secretary/Treasurer, during the absence or incapacity of the Vice President, shall possess all the powers pertaining to the role of Vice President and perform said duties, until which time the Vice President may properly resume the role. The Secretary/Treasurer may perform such other duties as may be assigned from time-to-time by the President, the Directors or maybe delegated by the Executive Vice President as approved by the Directors. The Secretary/Treasurer shall have and perform such other duties as are usual and customary to the office of Secretary/Treasurer. If the office of Vice President shall become vacant, the Secretary/Treasurer shall succeed



thereto and shall serve as Vice President for the remainder of the unexpired term. The office of Secretary/Treasurer shall thereupon become vacant and the vacancy shall be filled by a majority vote of the Board of Directors.

#### **5.3.4 Immediate Past President.**

The Immediate Past President shall serve for a period of two (2) years, immediately following his presidency as a Director on the Board of Directors. The Immediate Past President shall maintain voting rights on the Board of Directors and shall provide advice and counsel to the President when called upon to do so. If the office of Immediate Past President should become vacant, the position shall remain vacant for the remainder of the unexpired term. The Immediate Past President shall have other such authority, powers and duties as prescribed by the President or the Board of Directors.

#### **5.3.5 Executive Vice President.**

The Board of Directors shall employ a staff head who shall have the title of Executive Vice President. The Board is authorized to contract in writing for the employment and compensation of the Executive Vice President. The Executive Vice President shall serve as the chief executive officer, general agent and business representative of the Association and be responsible for all management functions.

The Executive Vice President shall be authorized to countersign checks in a manner, and to the extent, authorized by the Board. In this role, the Executive Vice President, may sign any and all contracts or other instruments binding the Association, except in cases where the signing and binding and execution thereof shall be expressly delegated by the Board of Directors, by these Bylaws or otherwise required by law to be signed by some other Officer or Agent of the Association.

The Executive Vice President shall manage and direct all Association activities as prescribed by the Board of Directors, be accountable to the Board of Directors and be evaluated by the Board, or the appointed delegates of the Board, for performance and performance bonuses not less than annually.

The Executive Vice President shall maintain custody and preserve the records, papers and historical documents relating to the business of the Association, and shall retain accurate minutes of all meetings held by the Association.

The Executive Vice President shall employ and terminate the employment of members of staff as necessary to carry out the work of the Association.

It is the role of the Executive Vice President to define the position titles and duties of staff, assign staff compensation within the budget approved by the Board, supervise staff performance, delegate those responsibilities of management to staff as shall, in the Executive Vice President's best judgement, promote the best interests and welfare of the Association.

## ARTICLE VI – *Committees*

The Board of Directors shall be vested with the power to establish and dissolve Committees from time-to-time as deemed necessary or desirable to ensure the proper conduct and continued interest of this Association. The Committees shall have the right to call upon the Executive Vice President or the staff of the Association for such assistance as may be required in performing the functions of the Committee.

### **SECTION 6.1 – *Standing Committees***

In addition to such Committees as may be established from time-to-time by the Board of Directors, there shall be the following Standing Committees of the Association: Negotiating Committee, Nominating Committee and an Auditing Committee. Each Standing Committee shall comprise a minimum of three (3) or more Contractor Members in good-standing and shall be appointed by the President, unless waived by the Board of Directors and so recorded in meeting minutes.

### **SECTION 6.2 – *Negotiating Committee***

#### **6.2.1 Composition.**

The Negotiating Committee shall be comprised of not less than three (3) Contractor Members. The members of the Committee shall be appointed by the President not later than February 1 in a bargaining year. The President and the Executive Vice President shall both be ex officio members of the Committee, with the Executive Vice President being a non-voting member.

#### **6.2.2 Meetings.**

The Committee shall meet as necessary to fulfill its duties.

#### **6.2.3 Responsibilities.**

This Committee shall have the following responsibilities:

To negotiate all collective bargaining agreements with representatives of organized labor. To investigate and consider all controversies, disputes, differences and disagreements arising under the existing Collective Bargaining Agreements between any Members of the Association, the persons employed by the Members of the Association and subject to one of these Agreements or duly designated representatives of SMART.

To arbitrate or participate in all disputes, disagreements and controversies arising under existing Collective Bargaining Agreements between the Association and SMART, including those that escalate to an advanced level of arbitration.

To determine the historical intent and past practice interpretation of existing Collective Bargaining Agreements.

#### **6.2.4 Reports.**

The Committee shall make reports as necessary to the Board of Directors.

### **SECTION 6.3 – *Nominating Committee***

The Nominating Committee shall be established pursuant to Section 4.3.1 of these Bylaws.

### **SECTION 6.4 – *Auditing Committee***

#### **6.4.1 Composition.**

The Auditing Committee shall be comprised of the Secretary/Treasurer and at least two (2) other Contractor Members, one of whom shall not serve on the Board of Directors of the Association, but shall be employed by a Contractor Member. The Secretary/Treasurer shall serve as Chair of the Committee. The staff of the Association shall not serve on the Committee, except the Executive Vice President shall serve as a non-voting ex officio member of the Committee. At a minimum, at least one member of the Committee shall have experience with the audit or compilation process and competent to review, understand and ask meaningful questions with respect to the preparation of the audited or compiled financial statements of the Association.

#### **6.4.2 Meetings.**

The Committee shall meet as necessary to fulfill its duties and shall meet in executive session with the independent certified public accountant of the Association at a minimum of once annually.

#### **6.4.3 Responsibilities.**

The Committee shall consider matters related to the financial statements of the Association: the systems of internal controls; including compliance by management with applicable policies and procedures and risk management; the annual independent audit or compilation process; including the recommended engagements letters and all reports prepared by the independent certified public accountant and the Whistleblower Policy of the Association. The independent certified public accountant of the Association shall maintain an open and transparent relationship with the Committee and shall be ultimately accountable to the Committee and the Board of Directors. The Committee shall have the authority to investigate any matter or activity involving financial accounting and reporting.

#### **6.4.4 Reports.**

The Committee shall make reports as necessary to the Board of Directors.

### **SECTION 6.5 – *Chairs of Committees***

Except as otherwise provided in these Bylaws, and unless a chair shall be designated by the President, each committee shall select its chair from the members therein.

## **ARTICLE VII – *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 in the same year.

## **ARTICLE VIII – *Indemnification of Directors, Officers and Others***

Indemnification of Directors, Officers, employees and other agents of the Association shall be provided to the fullest extent permitted by the laws of the state in which this association is incorporated, as now or hereafter may be amended. The Association shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its directors, officers, employees, and other persons as may be described in state statutes, including persons formally occupying 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 an agent of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such Director, Officer, member of staff, committee member, volunteer or Taft-Hartley trustee may be entitled under local, state or federal law or other contract.

## **ARTICLE IX – *Amendments***

The Bylaws herein may be amended in part, repealed and entirely amended and restated by not less than a two-thirds (2/3) vote of the full Board of Directors at any meetings of the Board as provided for in Section 4.9, provided the proposed amendment(s) or entirely amended and restated Bylaws have been delivered with the notice of said meeting. Additionally, the Bylaws herein may be amended in part, repealed or entirely amended and restated by consent in writing and signed by all Directors on the Board.

## **ARTICLE X – *Antitrust***

This nonprofit trade association is committed to its mission and in advancing the objects of the sheet metal contracting industry set forth in these Bylaws. SMACNA of Southern Nevada shall maintain a strict policy of compliance with federal and state antitrust laws. In all activities of the Association, each Member, including Association staff, shall be responsible for following this strict policy of compliance with the antitrust laws. Officers, Directors, Chairs of Committees and Executive-level staff shall ensure that this policy is known and adhered to in the course of pursuing and executing activities of the Association.

## **ARTICLE XI – *Dissolution of the Association***

### **SECTION 11.1 – *Action for Dissolution***

The Association shall only be dissolved by not less than a two-thirds (2/3) vote of the Board of Directors at any meetings of the Board as provided for in Section 4.9.

### **SECTION 11.2 – *Procedure for Dissolution***

In the event the action for the dissolution of the Association is so approved, all assets remaining after payment of all obligations of the Association, including those incurred in affecting the dissolution, shall be paid by the Board of Directors to a nonprofit organization(s), and no part of the revenues of which inures to the benefit of any Member, organization or individual. A written agreement must be executed with such organization(s) that said assets will be used only to promote the construction subcontracting industry in Nevada. Said organization(s) shall be qualified as exempt under the Section 501(c) of the Internal Revenue Code of the United States, or any successor law, providing for the exemption of certain organizations from Federal income taxes. If there be no organization(s) which in the judgment of the Board of Directors qualify under the foregoing provisions, or which are willing to accept the conditions imposed, then the District Court of the State of Nevada in and for Clark County shall, after investigation, by appropriate order, direct the payment of said assets to a suitable organization(s) to be used in such manner as in the judgment of said Court will best accomplish the general purposes for which the Association was organized.