

By-Laws of  
Mid-Atlantic Steel Fabricators Association, Inc

**Article 1 – Name**

The name of the Association shall be the “*Mid-Atlantic Steel Fabricators Association, Inc*”, to be referred to herein as the “Association”. It is a non-profit corporation, incorporated for the purpose of promoting the use of Structural Steel and Miscellaneous Iron in construction, to present and discuss better methods of design, shop practice, field practice, and other matters of general interest to the Structural Steel and Miscellaneous Iron fabricating industry.

**Article 2 – Mission**

- 2.1 To promote and advance the Structural Steel and Miscellaneous Iron fabricating Industry and the use of steel construction in Delaware, New Jersey, Pennsylvania and Maryland.
- 2.2 To provide an opportunity for members to coordinate their efforts and interests in Regard to state and federal legislation and regulation.
- 2.3 To cooperate with the American Institute of Steel Construction (AISC) and other associations in the promotion of the Steel Fabricating Industry.
- 2.4 To provide services to members as may be deemed desirable and available through the Association.
- 2.5 To provide education on new procedures and products in our industry.
- 2.6 To provide information on legislation both nationally and locally which impacts our industry and the legal ramifications it has on contracts, collections, bonding, and liens.

**Article 3 – Members**

3.1 For purposes herein the *Mid-Atlantic Steel Fabricators Association, Inc.* will be referred to as “The Association”. Any reference to “The Association” shall strictly mean the Mid-Atlantic Steel Fabricators Association.

3.2 The Association shall have two categories of membership. Membership categories are:

- Regular Member(s)
- Affiliate Member(s)

3.3 Whenever, in these By-Laws, the term “Member” or “Members” shall be used, said term shall refer to Regular Members only. All other references to any other members shall be so designated by the full title, example Affiliate Member(s).

3.4 Regular Member(s) shall be those companies who are Members on the date of the adoption of the original By-Laws. Members are any one, company, or corporation who are engaged in, as their main line of business, the fabrication of structural steel or miscellaneous iron, in their own physical plant and doing business within the geographical boundaries of the States of Delaware, Maryland, New Jersey, Pennsylvania and Maryland. Members will be admitted to membership in The Association as further outlined in the By-Laws, Article 4. Regular Members (Company) will have 1 (one) vote per company.

3.5 Affiliate Member(s) shall be companies, or corporations who are engaged: (i) in the manufacture or distribution of raw material, products, equipment, machinery, or other services generally used in the fabrication of structural steel and miscellaneous iron; or (ii) at the time engaged in some phase of the structural steel and miscellaneous iron industry not heretofore included, but who, in the opinion of the Board of Directors, would contribute to the general improvement of the business of constructing, designing, fabricating, detailing, selling, inspecting, or erecting of structural steel and miscellaneous iron. Affiliate Members will be admitted to membership in The Association as further outlined in the By-Laws, Article 4. Affiliate Members will pay dues as prescribed by the majority of voting Members. Affiliate Members shall have no voting privileges regarding any business as may be transacted by The Association.

#### **Article 4 – Admission of Members**

4.1 Candidates for membership shall make written application for admission to the Secretary of The Association. Pursuant to Article 3 herein, the Secretary will appropriately classify the applicant and present the name(s) of the prospective member(s) to the Members at least thirty (30) days before the meeting of The Association at which the application is to be considered.

4.2 All applications to be a member of The Association shall be made in writing duly executed by the firm, company, or corporation making such application, and shall include an agreement that such firm, company, or corporation, if elected as a Member of The Association, will at all times during the period in which the Member shall remain will abide by the terms of the By-Laws of The Association and all lawful resolutions from time to time adopted by the Members of The Association, or by its Board of Directors, or by its Executive Committee, and which, for the time being, shall be in force and of effect with respect to such Member.

4.3 Pursuant to Article 3 herein, the Secretary will appropriately classify the applicant and present the name(s) of the prospective member(s) to the Members at least thirty (30) days before the meeting of The Association at which the application is to be considered. Objections to a prospective member shall be in writing and must be filed with the

Secretary at least ten (10) days prior to said meeting. Election of prospective members will be by a majority vote of the Members.

4.4 The Association may deny membership to an applicant whose objectives, or those of an affiliate, subsidiary, or the parent company, are in conflict with those of The Association or its Members, including but not limited to those objectives as outlined by the By-Laws of The Association.

4.5 Upon the adoption by The Association Members electing an applicant as a Member in The Association, such applicant shall be, and remain, a Member until such membership shall have been terminated, or suspended, as provided in The Association By-Laws.

4.6 Promptly upon the election admitting any company, or corporation as a Member of The Association, the Secretary of The Association shall notify such company or corporation by postal mail, electronic mail, or facsimile of that Members admission to membership in The Association.

4.7 A Regular Member or Affiliate Member of The Association shall remain a Member in good standing of The Association provided such Member pays the dues at such time and in the manner as the Members have determined pursuant to Article 6, paragraph 6.3 of these By-Laws.

## **Article 5 – Termination of Membership**

5.1 Voluntarily Withdraw - Any Member of The Association may voluntarily withdraw its membership on a date in the future specified in a written notice sent by such Member by postal mail, electronic mail, or facsimile to the Secretary stating in substance such Member desires to withdraw from The Association on such date, provided, however that no such withdrawal shall become effective at a time when such Member shall be in arrears in the payment of dues. Except as otherwise provided in this paragraph, upon the date so specified such Member shall cease to be a Member of The Association and all rights in respect of The Association and all obligations to, or in respect of it, except such obligations as shall have accrued prior to the date so specified, shall terminate.

5.2 Suspension and Expulsion - Members of The Association may be suspended or expelled for conduct prejudicial to The Association or inimical to its purposes or for other good and sufficient reason upon written complaint of another Member and a majority vote of the Members present at any regular, or special, meeting of the Members at which such complaint is considered. The written complaint must be filed with the Secretary at least 30 (thirty) days before said meeting, and reasonable, not less than 10 (ten) working days, notice must be given to the Member in writing prior to said meeting at which the charges brought against the Member will be discussed. At this meeting the Member will be given the opportunity to defend his conduct before the Board of Directors. Immediately following the majority vote of the Members of The Association for suspension or expulsion, the Secretary will also formally notify the affected Member by postal mail, electronic mail, or facsimile of the decision of the Members of The Association.

5.3 Notwithstanding suspension or expulsion criteria as outlined in Article 5, paragraph 5.1 any Member may be suspended or expelled automatically upon failure to pay all dues and fees owed to The Association within 60 days of the date when payment is due, provided however, any member expelled for nonpayment may be reinstated within 90 days from the date of expulsion by making application for reinstatement and by paying all sums due to The Association.

5.4 Members whose membership in The Association has been terminated for any reason shall immediately, upon termination, cease to enjoy the privileges and benefits of membership. Members whose membership in The Association has been suspended for any reason shall forfeit any privileges or benefits which would otherwise accrue to said Member, including any voting rights, until such time as the membership of The Association deems the cause for suspension has been eliminated or resolved.

5.5 Any company or corporation who shall have been expelled from membership may again be admitted to membership in the manner provided in Article 4, or by resolution by the Board of Directors, provided, however, that such company or corporation shall not be eligible for admission for a period of one year dating from the date of the resolution or resolutions expelling/ suspending such member.

## **Article 6 – Dues**

6.1 Annual membership dues to be paid by Regular Members and Affiliate Members will be determined by the Board of Directors. In determining the amount of the dues to be paid by Members, consideration shall be given to the funds of The Association, the amount of its expenses for any future period and the establishment or maintenance of any reserve that may be deemed advisable

6.2 The dues payable by the Members and Affiliate Members of The Association shall be such and shall be payable at the times, and in the manner, as the Board of Directors at their annual meeting, by a resolution or resolutions, may determine. In the event the Board of Directors at any annual meeting shall fail to adopt such resolution or resolutions, the resolution or resolutions, with respect to dues for Members and Affiliate Members, shall continue in effect until such time as shall be designated in a resolution or resolutions adopted by the Board of Directors at a subsequent annual meeting.

6.3 The Board of Directors may from time to time adopt a resolution or resolutions fixing the amount of and the times and manner of payment of an initiation fee or fees to be paid by such firms or corporations as shall be elected to membership during the period during which resolution or resolutions shall be in effect.

6.4 Annual dues shall be paid within 30 days of the date of invoice.

## **Article 7 – Meetings**

7.1 Annual meeting – The Annual meeting of the Members shall be held for the election of Officers and the transaction of other business at such place and time as the Members shall so designate. Nominations for Officers will be accepted up to and including Thirty (30) days prior to the Annual Meeting.

7.2 Special meetings – Special meetings of the Members may be called by the Board of Directors, President, or Secretary or upon written demand of Members entitled to cast twenty-five (25) percent of the total number of votes entitled to be cast at such meeting.

7.3 Notice of meetings – Except as otherwise expressly required by law, notice of each meeting of the Members of The Association, whether regular, annual, or special shall be given to each Member of The Association not less than ten (10) nor more than fifty (50) days before the day on which such meeting is to be held by delivering a notice thereof by electronic mail, facsimile, or by postal mail directed to the Member's address as it shall appear on the records of The Association. If mailed, notice shall be deemed given when deposited in the United States mail, with postage thereon prepaid, directed to the Member at their address as it appears on the record of Members or to such address as to which the Member shall have given written notice to the Secretary of The Association. The meetings will be held at a time and location determined by the president of the association and ratified by a simple majority of the board members. Each such notice shall state the time and the place where such meeting is to be held, and in the case of a special meeting, shall also state the purpose, or purposes, for which the meeting is to be held. Notice of any adjourned meeting of the Members of The Association shall not be required to be given, except when expressly required by law or except when required by the resolution or resolutions pursuant to which such meeting shall have been adjourned.

7.4 Waiver of notice – Notice of any meeting need not be given to a Member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting, or who attends a meeting, in person or by proxy, without protesting the lack of notice prior to the conclusion of the meeting.

7.5 Quorum – At any meeting of the Members of The Association, one-quarter (1/4) of the total number of the Members of The Association who shall be Members thereof at the date of such meeting, present in person or by proxy thereat, shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting, a majority of the Members present in person or by proxy may, by resolution, adjourn the meeting from time to time until a quorum shall be present. At any duly adjourned meeting at which a quorum may be present any business may be transacted which might have been transacted at the meeting as originally called.

7.6 Vote of members – Except as otherwise provided in Article 3, paragraphs 3.4 and 3.5 of these By-Laws, each Member (company) shall be entitled to one vote. Affiliate Members shall have no voting privileges regarding any business that may come before The Association to be transacted. Members may be present at any meeting in person or by a proxy consisting of a letter signed by the Member and addressed to the Secretary of

The Association. A proxy shall expire at the earlier of six (6) months following the issuance thereof, or the end of the fiscal year during which the proxy was issued. Except as otherwise required by law, or these By-Laws, the affirmative vote of a majority of the votes cast at a meeting of Members, if a quorum is present at such time, shall be the act of the Members and be binding on The Association.

7.7 Action without a meeting – Any action required or permitted to be taken by vote of the Members may be taken without a meeting on written consent setting forth the action so taken and signed by all members entitled to vote thereon.

7.8 Adjournment – A majority of Members present at any meeting, whether or not a quorum is present, may adjourn such meeting for a period not exceeding thirty (30) days at any one time. Notice of such adjourned meeting need not be given if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken.

7.9 Nominations - Nominations for at-large member(s) of the Board of Directors shall only be made at the Annual Meeting of the Members of The Association by either of the following methods:

- (1) By the Committee on Nominations pursuant to Article 11 of the By-Laws,  
or
- (2) By a written Petition signed by representatives of at least ten (10) Members of The Association, providing however that such Petition shall be filed with the Secretary at least ten (10) working days before the date of the Annual Meeting of the Members of The Association.

7.10 Organization - At each meeting of the Members of The Association, the President of The Association shall act as chairman. In case of the President's absence from any meeting the Vice President shall act as chairman of such meeting. In case of the absence from any such meeting of the President and the Vice President, a chairman chosen by a majority of the Members present in person or by proxy, shall act as chairman thereof. In case of absence from any such meeting of the Secretary, the Vice President of The Association, or, in case of the Secretary's absence from any meeting, any person whom the chairman of the meeting shall appoint as Secretary of the meeting shall act as such.

## **Article 8 – Board of Directors**

8.1 The business of The Association shall be overseen by a Board of Directors which shall consist of employees of Member companies in good standing with The Association within the limits specified in the Articles of Incorporation. The number of Directors may be increased or decreased within the limits specified in the Articles of Incorporation, at any annual or special meeting of the Association Members.

8.2 At the time of adoption of the Articles of Incorporation the Board of Directors shall be comprised of the President, the Vice President, the Secretary and Treasurer, and one representative from Delaware, New Jersey and Pennsylvania to serve as at-large

Directors, all of whom shall serve no more than two successive two-year terms of The Association such that the Board of Directors shall consist of the number of persons as initially prescribed in the Articles of Incorporation or as at that time the Board of Directors has so specified. Each of the members of the Board of Directors shall, during the time while he shall be in office, be an employee of a firm or corporate Member, in good standing, of The Association. The Directors in office at the time of the adoption of these By-Laws shall continue as Directors for the terms for which they shall have been elected. The President of The Association shall also serve as the Chair of the Board of Directors.

8.3 Term of office – At each annual meeting of the Members of The Association the Directors shall be elected to serve a term of no more than two years and/or until their respective successors have been elected and qualified. At-Large Director(s) shall not serve more than two (2) successive two-year terms.

8.4 Removal – Directors may be removed with cause by a majority vote of the Members or by a vote of the Board of Directors at any meeting of the Board of Directors which a quorum of not less than a majority of the Board is present. Directors may be removed without cause by a majority vote of the Members.

8.5 Resignation – Any Director of The Association may resign at any time by giving written notice of resignation to the Secretary. Such resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary in order to make it effective.

8.6 Vacancies – Newly created Directorships resulting from an increase in the number of Directors, or vacancies occurring in the Board of Directors for any reason (whether because of death, resignation, disqualification, removal, an increase in the number of directors, or any other cause) may be filled by a vote of the majority of the Directors then in office, regardless of their number. A Director elected to fill a vacancy shall hold office until the next annual meeting of Members and until a successor has been qualified and elected.

8.7 Place of meeting – The Board of Directors shall meet a minimum of one (1) time per year at such place or places as the Board may from time to time determine, or at such place or places as shall be specified or fixed in the respective notices of waivers of notice thereof.

8.8 Quorum and manner of acting – A majority of the total number of the Directors shall constitute a quorum for the transaction of business. Except as expressly otherwise provided by law, the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting, a majority of those present may, by resolution, adjourn the meeting from time to time until a quorum shall be present. Notice of any adjourned meeting shall not be required to be given except when expressly required by law or except when required by the resolution pursuant to which said meeting shall have been

adjourned. The Directors shall act only as a Board and the individual Director shall have no power as such.

8.9 Order of business – At meetings of the Board of Directors, business shall be transacted in such order as the Board may from time to time determine.

8.10 Action by consent – Unless restricted by the Articles of Incorporation, any action required or permitted to be taken by the Board of Directors, or any committee thereof, may be taken without a meeting of all members of the Board of Directors or such committee, as the case may be, by consent of the members present.

8.11 Meeting communication – Unless restricted by the Articles of Incorporation, any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of a conference telephone, electronic mail, or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation by such means shall constitute presence in person at a meeting.

8.12 Compensation – Members of the Board of Directors shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Nothing herein shall preclude a director from serving The Association in any other capacity and receiving compensation for such services.

8.13 Committees – The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members stand and special committees of the Board each consisting of three or more directors. The Board may also designate committees of The Association, whose members need not be directors.

## **Article 9 – Meetings of the Board of Directors**

9.1 Notice of meetings – Regular meetings of the Board of Directors may be held without notice if the time and place of such meetings are fixed by the Board. Annual and special meetings of the Board shall be held upon notice to the Directors given orally or in writing not less than seven (7) days prior to the meeting. Notices sent by mail shall be deemed given when deposited in the United States mail, with first-class postage thereon prepaid, directed to the Director at their address as it appears on the records of The Association. Any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given, if all of its members shall be present thereat.

9.2 Waiver of notice – Notice of a meeting need not be given to any Director who submits a signed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice to the Director.



9.3 Action by the Board of Directors without a meeting – Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action.

9.4 Presence at meeting by telephone – Any one or more members of the Board and any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

## **Article 10 – Officers**

10.1 The principal officers of The Association shall be a President, Vice President, Secretary, and Treasurer. Each person who shall hold any such office shall be a Director of The Association during the term of office. Elections will be held at the Association's annual meetings. Officers will be elected to serve a two-year term.

10.2 Removal – Any officer elected by the Members of The Association or any officer or any representative of The Association designated or appointed by any officer of The Association pursuant to authority vested in them by the Board of Directors may be removed, either with or without cause, at any meeting of the Board, by a vote of two-thirds (2/3) of the whole Board of Directors.

10.3 Resignation – Any officer may resign at any time by giving written notice of their resignation to the Board of Directors or to its President or to the Secretary of The Association. Such resignation shall take effect at the time specified in such notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary in order to make it effective.

10.4 Vacancies – A vacancy among any of the officers, whether such vacancy shall be caused by death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors at any regular or special meeting thereof for the unexpired portion of the term of such officers as shall have been elected for a specific term of office.

10.5 Powers and duties of the President – The President shall, if present, preside at all meetings of the Members of The Association and of its Board of Directors. The President shall have general charge of the administration of the business and affairs of The Association. The President shall appoint, subject to the approval of the Board of Directors, all committees of The Association and shall be an ex-officio, nonvoting, member of all committees. The President shall have direct supervision of all of the committee chairpersons, the Vice President, the Secretary and the Treasurer. The President may sign and execute any instrument in the name of The Association when

authorized to do so by the Board of Directors. The President shall perform such other duties as may be assigned from time to time by the Board of Directors.

10.6 The President shall:

- (a) Have general and active supervision over the business of The Association, subject however, to the control of the Board of Directors;
- (b) See that all orders and resolutions of the Board or Directors are carried into effect and shall from time to time report to the Board of Directors all matters within the President's knowledge which, in the President's judgment, the interested of The Association may require to be brought to its attention or their notice;
- (c) Prepare and submit to the Board of Directors plans and suggestions for work to be done or undertaken by The Association;
- (d) Direct and coordinate the work of all the members of the staff of The Association under the direction of the President, and be directly responsible to the Board of Directors for the administration of the business and the affairs of The Association;
- (e) Shall perform such other duties as may be assigned from time to time by the Board of Directors.
- (f) He may sign and execute any instrument in the name of The Association when authorized so to do by the Board of Directors.
- (g) For the purpose of deposit in bank to the credit of, or for the purpose of collection for the account of, and credit in bank to The Association, the President may endorse, assign, and deliver any check, draft, or other order for payment of money which shall be payable to the order of The Association.

10.7 Powers and duties of the Vice President – In the absence, or inability to act of the President, the Vice President shall perform all the duties and may exercise any of the powers of the President, subject to the control of the Board of Directors. The Vice President shall perform such other duties as may be assigned from time to time by the President.

10.8 Powers and duties of the Secretary -

The Secretary shall:

- (a) Keep the minutes of all the meetings of the Members of The Association and of its Board of Directors
- (b) See that all notices are duly given in accordance with these By-Laws or as required by law;
- (c) Be custodian of all records and documents of The Association;
- (d) Notify all persons, firms or corporations elected to membership in The Association of their election in the manner provided in Article 4 of these By-Laws;
- (e) Keep a record which shall contain the names and addresses of the Members of The Association, including postal, electronic mail, telephone and facsimile numbers; and
- (f) In general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors and shall perform such other duties as may be assigned to him from time to time by the Board of Directors. Together with the President he may sign any instrument in the

name of The Association, when authorized so to do by the Board of Directors.

10.9 Powers and duties of the Treasurer:

The Treasurer shall:

- (a) Have the care and custody of all the funds and securities of The Association;
- (b) Receive and give receipt for moneys due and payable to The Association from any source whatsoever;
- (c) Deposit all such moneys received by him in the name of The Association in such banks, trust companies or other depositories as shall be designated by the Board of Directors;
- (d) In general, have charge of the disbursement of the funds of The Association in accordance with the directions of the Board of Directors;
- (e) Enter regularly in books to be kept by him for that purpose full and accurate account of all moneys received and paid by him on account of The Association;
- (f) Render a statement of his accounts to the Board of Directors monthly, or as otherwise from time to time determined by the Board of Directors;
- (g) At all reasonable times exhibit the books of account of The Association to any Director of The Association upon application;
- (h) In general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors; and he shall perform such other duties as may be assigned to him from time to time by the Board of Directors. For the purpose of deposit in bank to the credit of, or for the purpose of collection for the account of and credit in bank to The Association, the Treasurer may endorse, assign and deliver any check, draft or other order for the payment of money which shall be payable to The Association. The Board of Directors may require that the Treasurer give a bond for the faithful discharge of his duties in such sum and with such surety as the Board of Directors may determine. The cost of every such bond shall be borne by The Association.

**Article 11 – Committees**

11.1 The Board of Directors shall form committees as deemed necessary. The standing committees of The Association shall be as follows:

- Committee of Nominations
- Committee on Membership

11.2 Committee on Nominations

The President of The Association shall in each year appoint a Committee on Nominations and its Chair. The committee will consist of three (3) individuals, each of whom shall be a representative of a Member of The Association and neither of whom shall be a Director or officer of The Association.

The members of the Committee on Nominations shall be approved by the Board of Directors, at a regular meeting, by electronic mail or facsimile, or by written ballot, but in any event, not less than thirty (30) days prior to the Annual Meeting of the Members of The Association.

The names of the members of the Committee on Nominations, after having been duly approved by the Board of Directors shall be made known to all of the Members of The Association as soon as possible after the submission of the said Committee on Nominations to the Board of Directors, but in any event, not less than twenty (20) days prior to the Annual Meeting of the Members of The Association.

In addition to the names of the members of the Committee on Nominations, the Members of The Association shall be given the name of each member of the Board of Directors then serving as an at-large Director on said Board, and the number of terms each at-large Director has served, giving the dates of the termination of the term of office of each of the said Directors.

The Committee on Nominations shall nominate a list of nominees for at-large Director(s) on the Board of Directors to be voted on at the Annual Meeting and shall provide each Member with a printed copy of such list not less than three (3) days before the day on which the Annual Meeting is to be held by electronic mail, by facsimile, or by posting the copy in a postage prepaid envelope directed to his address as it shall appear on the records of The Association. All other resolutions which are proposed for consideration at the Annual Meeting shall be circulated similarly at least three (3) days prior to the time of the Annual Meeting.

11.3 If The Association should decide to have an Executive Committee it shall consist of four (4) members of the Board of Directors.

11.4 The Board of Directors may from time to time create such Special Committees as it shall deem necessary or advisable, each of which committees shall consist of such members and shall have such powers and duties as the Board shall from time to time by resolution determine. The members of such Special Committees shall be appointed by the President, subject to the approval of the Board of Directors.

#### 11.5 Term of Office and Duties of Committees

The committees shall hold office for such period and shall have such authority and perform such duties as the Board of Directors may from time to time determine.

Any member of such committees may be removed, either with or without cause, at any meeting of the Board of Directors by a vote of two-thirds (2/3) of the whole Board of Directors. Any vacancy in the membership of any such committees may be filled by appointment by the President. Any committee, except for the Committee on Nominations, may be renamed, reconfigured or disbanded by the Board of Directors by a vote of two-thirds (2/3) of the whole Board.

## **Article 12 – Staff**

12.1 Managing Director. The Board of Directors may employ a Managing Director whose term and condition of employment would be determined by the Board of Directors. The Managing Director would have a voice but no vote at all meetings of the Association.

12.2 Responsibility. The Managing Director would be responsible for the management of the Association in accordance with the budget, program, and policies of the Association as established by the Board of Directors and would be responsible to the Board of Directors and the Executive Committee.

## **Article 13 –Indemnification**

13.1 The Association will defend any and all claims against the Officers, Directors and/or Staff which occurred while they were acting within the scope of their duties or employment, except any injury or damage which resulted from any intentional wrong doing or recklessness on the part of the Officers, Directors and/or Staff, until the resources of the Association are exhausted. The Association will purchase insurance to protect the Directors against any and all possible lawsuits and actions not directly attributable to violations of law.

## **Article 14 – Amendment of By-Laws**

14.1 The Board of Directors shall have the power to amend, alter, or repeal these By-Laws, and to adopt new By-Laws, from time to time, by an affirmative vote of a majority of the whole Board as then constituted, provided notice of the proposal to make, alter, amend, or repeal the By-Laws was included in the notice of the Board of Directors meeting at which such action takes place. At the next meeting of the Members of The Association following any such action by the Board of Directors, the Members of The Association, by a vote of two-thirds (2/3) majority of those Members present and entitled to vote thereat, shall have the power to enact, amend, alter, or repeal By-Laws newly adopted by the Board of Directors, or to restore to their original status By-Laws which the Board may have amended, altered, or repealed, and the notice of such Members' meeting shall include notice that the Members will be called on to ratify or modify the action taken by the Board of Directors with regard to the By-Laws of the Mid-Atlantic Steel Fabricators' Association.

**ADOPTED ON: August 14, 2013**

**BY:**

**Hugh McCaffrey**

**David Mushko**

**Scott Vesper**

**David Tanzola**

**Vince Gambone**

**Southern New Jersey Steel Co.**

**Levan Associates Inc.**

**RCC Fabricators Inc.**

**Crescent Iron Works**

**Schlosser Steel**

**Amendment to the By-Laws:**

In the event of dissolution of the association, the American Institute of Steel Construction (AISC) at One East Wacker Drive Suite 700, Chicago, IL 60601-1802 shall be the recipient of the association's assets.

**ADOPTED ON: December 16, 2015**

**BY:**

**Hugh McCaffrey - Southern New Jersey Steel Co.**

**David Mushko - Levan Associates Inc.**

**Scott Vesper - RCC Fabricators Inc.**

**David Tanzola - Crescent Iron Works**

**Vince Gambone - Schlosser Steel**

**Rob Hickman – Capital Steel**

**Amendment to the By Laws**

Article 2.1 is amended to read:

To promote and advance the Structural Steel and Miscellaneous Iron fabricating industry and the use of steel construction in Delaware, New Jersey, Pennsylvania and Maryland.

**ADOPTED ON: January 26, 2016**

**BY:**

**Hugh McCaffrey**

**Southern New Jersey Steel Co.**

**David Mushko**

**Levan Associates Inc.**

**Scott Vesper**

**RCC Fabricators Inc.**

**David Tanzola**

**Crescent Iron Works**

**Vince Gambone**

**Schlosser Steel**

**Robert Hickman**

**Capitol Steel**

**Tony Baffone**

**Murphy Steel**