

National Institute of Steel Detailing

CONSTITUTION

10/1/09

ARTICLE I – Name

The National Institute of Steel Detailing, Inc. is a membership corporation organized and existing under the laws of the State of New York and is referred to herein as the “Institute”.

ARTICLE II - Aims and Purposes

The object of the Institute is to create a better understanding and bond between individuals engaged in the steel detailing industry, to eliminate industry practices which are injurious, to promote the efficiency of their work and to uphold the proper standards for the steel detailer in relation to other members of the construction industry.

ARTICLE III - Membership Organization: Income Tax Exemption Status

The Institute is organized and shall conduct itself so as to qualify for the most advantageous non-profit income tax exemption status recognized by the Internal Revenue Service under the income tax laws of the United States and recognized by the appropriate taxing authorities of any state in which it does business.

ARTICLE IV – Membership

Section 1 - General:

Membership in the Institute shall be available to individuals, firms and corporations engaged in the practice of steel detailing or related activities that meet the qualifications set forth in the By-laws of the Institute from time to time.

Section 2 - Classes of Membership:

The By-laws of the Institute shall establish one or more classes of membership and the criteria for each class.

ARTICLE V - Standards of Practice

Section 1 – Mandatory Standards:

The Institute shall from time to time adopt a code or codes which shall set forth mandatory standards of practice for its members.

Section 2 – Recommended Standards:

The Institute may from time to time recommend other policies complying with sound practices and customs that may not be made mandatory.

Section 3 – Language

The official language of the Institute shall be English. All Institute business, correspondence and publications shall be in the English language.

ARTICLE VI - Name Protection

The names "National Institute of Steel Detailing", "Institute of Steel Detailers" and reasonably close variations thereof are the property of the Institute and shall be aggressively protected to the exclusive use of the Institute and its members in good standing.

ARTICLE VII - Meetings: Annual and Special

Section 1 - Annual Meeting:

There shall be an Annual Meeting of the Institute for the election of officers and directors and the transaction of other essential business at least annually at a time and place determined by the Board of Directors of the Institute from time to time in accordance with the By-laws.

Section 2 –Special Meetings:

The Board of Directors may call Special Meetings of the membership and/or of the Board of Directors at such times and places as determined by the Board of Directors of the Institute from time to time in accordance with the By-laws.

ARTICLE VIII - Authority

The legislative and policy-making authority of the Institute shall be vested in the Board of Directors subject to review by the membership as provided in the By-laws.

ARTICLE IX - Board of Directors Appointment

The Board of Directors shall be appointed in accordance with provisions of the By-laws.

ARTICLE X - Officers

The Officers of the Institute shall be elected in accordance with the By-laws.

ARTICLE XI - Dissolution

The Institute may be dissolved only in accordance with the By-laws consistent with the laws of the State of New York as they may exist from time to time.

ARTICLE XII – Amendments

This Constitution and the By-laws may be amended in full or in part by a two-thirds (2/3) vote of the members entitled to vote in the manner as set forth in the By-laws.

ARTICLE XIII – Property Rights

No member shall have any right, title or interest in the property held by the Institute, nor shall any income or earnings of the Institute inure to the benefit of any members; provided that, compensation may be made from the earnings of the Institute in a reasonable and customary sum for services actually rendered from time to time. Upon dissolution of the Institute, its property and any accumulated earnings shall be distributed to its members as set forth in the By-laws and consistent with the laws of the State of New York.

BY-LAWS

SECTION A – Classes of Membership

There shall be six classes of membership in the Institute, the holders of which are collectively referred to as “members”, but separately categorized with different rights and privileges as set forth below:

Member At Large
Regional Chapter (active and inactive);
Associate Member
Individual Associate Member
Member Emeritus
Overseas Member At Large

SECTION B – Definitions of Memberships

1. **Member At Large:** A firm or a corporation that conducts a regular office for and is regularly engaged in the business of steel detailing. Such regular office shall have been conducted for a minimum period of one year and shall be located within the Americas.
2. A **Regional Chapter** consists of a group of Members At Large or Overseas Members At Large. It will be admitted to membership in the Institute only if its Constitution and By-laws meet with the approval of the Board of Directors of the Institute.

A Regional Chapter shall be an unincorporated association or membership corporation duly organized under the laws of any country, and whose purpose and practices are in harmony with those of the Institute. The formation of a Regional Chapter shall consist of not less than six members, each member meeting the definition of a Member At Large or Overseas Member At Large. Whenever the word “Chapter” is used in the Constitution and By-laws, same shall be deemed to apply to Regional Chapter, except where otherwise indicated.

- (a) **Active Regional Chapters:** A Regional Chapter is “active” when the Regional Chapter membership consists of a minimum of three firms.
 - (b) **Inactive Regional Chapters:** A Regional Chapter becomes “inactive” when its membership falls below three members in which event it will have no rights as a Regional Chapter so long as the membership remains below three. The remaining members will have rights as Members At Large individually.
3. **Associate Member:** Any firm or national or regional trade or professional association that may enhance the detailing industry whose primary business is not in steel detailing. Associate Members shall have no vote in the affairs of the Institute but may select an appointee to serve in an advisory capacity who may serve on selected committees, but not as chairman of the committee, nor as a member of the Board of Directors.
4. **Individual Associate Member:** Any steel detailer or other person who does not qualify as a Member At Large or as an Associate member but who is interested in the future development and enhancement of the detailing industry.
5. **Member Emeritus:** Any individual who enjoyed any class of membership in the Institute who has since retired from the competitive field of business but wishes to remain active in the Institute. Members Emeritus maintain full voting rights as in the manner of a Member At Large, only when their previous membership status was as a regional chapter member or a Member At Large.
6. **Overseas Member At Large:** An Overseas Member At Large is one whose office is outside the Americas and who otherwise complies with the definition of Member At Large in section B, Article 1.

SECTION C – Attendance and Voting

1. **Attendance And Voting by Members:** Any member in good standing with voting rights shall be permitted to attend and vote at any Special or Annual Meeting.
2. **Regional Chapters:** Any Regional Chapter in good standing shall be permitted to attend and vote at any special or annual meeting or by proxy or letter ballots as follows. Each Regional Chapter shall notify the Institute prior to the meeting and within time limits specified by the Board of Directors the number of members of the Regional Chapter entitled to vote at the meeting. The payment of fees and dues constituting “good standing” shall be measured by the fiscal year in which the meeting is held, provided that a Regional Chapter shall be entitled to cast the vote of any former member if that former member’s dues and initiation fees have been paid for that fiscal year. At the time of notification to the Institute as set forth above, the Regional Chapter shall also state the name of its representative who will be attending and voting for the Regional Chapter at such meeting.
3. **Members At Large:** A Member At Large in good standing is entitled to attend and vote at any Special or Annual Meeting, or by proxy or letter ballots.
4. **Associate Members & Individual Associate Members:** These two categories of membership may attend Annual and Special Meetings but do not have voting rights.
5. **Overseas Members At Large:** An Overseas Member At Large in good standing is entitled to attend and vote at any Annual or Special Meeting. (No proxy votes).
6. **Proportionate Voting:** For voting purposes each Regional Chapter shall be represented by one delegate named in advance. Each such delegate shall cast the number of votes equal to the number of member firms and corporations of the Regional Chapter such delegate represents.
7. **Proxy Voting:** Members entitled to vote who are not in attendance may vote by proxy with respect to any matter for which the Board of Directors has provided a notice to members in advance. The Board of Directors may specify appropriate time limits for exercising the proxy vote from time to time that shall be stated in the notice.
8. **Quorum:** The presence in person of at least 50% of delegates appropriately specified by active Regional Chapters shall be necessary to constitute a quorum for the transaction of business at any meeting. The quorum requirement is satisfied for the entirety of a meeting if it is satisfied at the commencement of the meeting.
9. **Unanimous Written Consent — Waiver:** Notwithstanding any other provision of this Section, any action of the Board of Directors may be taken at any time by the signed written consent of each Regional Chapter entitled to have a delegate vote thereon; and, any action of the Board of Directors may be taken at a meeting notwithstanding any irregularity in the notice of the time or place of the meeting, or otherwise, if every Regional Chapter’s delegate signs a waiver of said defect, before or after such meeting.
10. **New Business – Letter Ballots:** Upon submission of any business to any meeting whether proposed by the Board of Directors or at the request of a Regional Chapter, if it is new business which was not included in the notice of the meeting, the members present may thereafter by a one-third (1/3) vote determine to refer any such business to the Regional Chapters for letter ballots and establish the time and procedures therefore.

SECTION D – Board of Directors

1. **Composition:** Each Regional Chapter shall appoint one (1) person to the Board of Directors and each such director shall exercise one vote. The term of the Regional Chapter’s appointed director shall be determined by the Regional Chapter which may also remove and replace its appointed director at any time, provided that notice is given to the Institute prior to the commencement of any meeting. Each elected officer shall also be a member of the Board of Directors entitled to one vote, except the President who shall vote only in the event of a tie.

2. **Authority:** The control and management of the property, affairs and concerns of the Institute shall be vested in the Board of Directors, subject to review by the membership.
3. **Annual Meeting:** The Board of Directors shall meet annually and at such times and places within the United States, U.S. Territories, Canada or Mexico, as the Board of Directors may determine from time to time.
4. **Special Meetings:** A Special Meeting of the Board of Directors may be called at any time and place within the United States, U.S. Territories, Canada or Mexico by the President, and shall be called by him upon the written request of a majority of the Board of Directors.
5. **Notice:** The Secretary shall give to each Director not less than ten (10) days written notice of each meeting of the Board of Directors, whether Annual or Special.
6. **Quorum and Manner of Acting:** A quorum of the Board of Directors for its Special Meetings shall consist of the presence at the meeting of 40% of the Board of Directors.
7. **Chairman of Meeting:** One (1) officer must be present at each meeting of the Board of Directors. That officer shall act as chairman of the meeting. That officer shall not count in the 40% calculation for the quorum requirement.
8. **Compensation:** No Director shall receive, directly or indirectly, any salary, compensation or emolument from the Institute for his service as a Director.
9. **Absence and Removal:** Should any Director absent himself unreasonably from three consecutive meetings of the Board of Directors, such Director may be removed by the affirmative vote of the majority of the Board of Directors, excluding that Director; however, no such member may be removed until a notice is sent by certified mail giving that Director an opportunity to attend a meeting of the Board of Directors, at a time and place therein specified, for the purpose of explaining the absences.
10. **Special Actions in the Name of the Institute:** The Board of Directors shall have authority to take appropriate action in the name of the Institute with respect to specific public issues of immediate and paramount importance where circumstances do not permit reference of the proposed action to the Annual Meeting. Whenever feasible, each Regional Chapter shall first be consulted to ascertain whether there is any substantial disagreement with the proposed action. Any action taken pursuant to this Section shall be taken only by a three-fourths (3/4) vote of those present and entitled to vote at any Special Meeting of the Board.
11. **Publication:** All forms of publication sponsored by the Institute shall be authorized and distributed by the Board of Directors.
12. **Duties:** The Board of Directors shall institute policy and make recommendations to all Regional Chapters and other members.
13. **Chairman:** The President of the Institute shall preside as Chairman of the Board of Directors.
14. **Admission of Members:** The Board of Directors shall establish a procedure for the admission of members to the Institute.
15. **Reimbursement for Expenses:** The Institute shall reimburse each Officer and each Committee Chairman who is specifically invited for expenses incurred in attending each Special Board of Directors meeting and the Annual Meeting. The amount of such reimbursement shall be fixed by the Board of Directors from time to time.

SECTION E – Dues and Initiation Fees

1. **General:** Initiation fees and annual dues for all classes of membership shall be determined by the Board of Directors from time to time.
2. **Initiation Fees:** All members will pay an initiation fee to the Institute immediately upon becoming a member of the Institute.
3. **Dues:** Each Regional Chapter shall pay annual dues to the Institute for each of its members beginning with the fiscal year after admittance to membership in the Regional Chapter. Each Member At Large, Associate Member, Individual Associate Member, Member Emeritus and Overseas Member shall pay annual dues beginning with the fiscal year of admittance to membership in the Institute. Annual dues may not be increased by more than 10% of the previous year's annual dues.
4. **Payment and Delinquency:** All initiation fees are due immediately upon admittance in membership and all dues and renewal dues must be paid before the date set by the Board of Directors from time to time. If any initiation fees or dues are not paid within the time specified by the Board of Directors they will be deemed delinquent and those names will not appear in the Annual roster. If the dues or initiation fees are more than 60 days delinquent, the membership will be terminated and that member's name will be dropped from the roll of the Institute.
5. **Assessments:** From time to time the Board of Directors may assess the members for additional monies as needed by the Institute, not to exceed one-third (1/3) of the annual dues.

SECTION F – Officers

1. **General:** The elected officers of the Institute shall be President, Vice President, and Secretary-Treasurer, provided that the President will automatically occupy the Office of Past-President without election. No person shall hold more than one office at a time and no Director shall be an officer at the same time. Associate Members, Individual Associate Members, Members Emeritus and Overseas Members At Large shall not be eligible to serve as officers of the Institute.
2. **Election and Terms:** The officers of the Institute, other than the Past President, shall be elected at an Annual Meeting for a two year term by a 40% plurality vote. In the event no nominee receives this plurality, there shall be a run-off election between the two nominees receiving the greater number of votes. In the event of a tie in the run-off election, the Meeting shall be suspended and a Special Meeting shall thereupon be held for the purpose of breaking the tie. The Special Meeting shall consist of a Director from each Regional Chapter and the outgoing President. In the event a Director of a Regional Chapter is not present, the delegate selected by that Regional Chapter for the Annual Meeting shall serve in his or her place. Said Special Meeting shall be chaired by the outgoing President who shall cast no vote unless there is a tie. Report of such Special Meeting shall immediately be communicated to the Annual Meeting which shall thereupon resume its session.
3. **Term Limits:** Neither the President nor the Vice President shall be eligible to serve more than two (2) successive terms in the same office.
4. **One Officer Per Regional Chapter:** No more than one national officer of the Institute may be elected from any one Regional Chapter so long as there are five or more Active Regional Chapters.
5. **One Officer Per Firm:** No member company or association of member companies shall have more than one (1) person as an officer of the Institute. The word "association" shall mean companies operating under one (1) name or a central management. In the event more than one officer of the Institute, together form any such association while holding office at the same time, all officers of such association in excess of one shall forthwith resign; if they fail to do so, all such officers in excess of one shall be removed by the Board of Directors at the next Annual Meeting, or at an earlier Special Meeting which may be called for that purpose.

SECTION G – Duties of Officers

1. **President:** The President shall preside at all meetings of the Institute and of the Board of Directors and shall have all of the duties customarily incident to such an office.
2. **Vice President:** In case of the death, resignation, absence or other incapacity of the President, the Vice President shall exercise the power and perform the duties of the President for the balance of the President's term, or the period of incapacity, whichever is shorter.
3. **Secretary/Treasurer:** The Secretary/Treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct books and records of accounts of the property and business activities of the Institute, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, fund balances and other matters customarily included in financial statements. The Treasurer shall also be responsible for depositing all monies received by the Institute into financial institutions as directed by the Board of Directors, which shall be guaranteed by an agency of the United States and only to the limit of such guaranty in any one institution. The Secretary/Treasurer shall also keep accurate records of membership, meeting notices, minutes of meetings and all other documents of the Institute.
4. **Checks and Fidelity Bonds:** All checks or other instruments for the payment of expenses or other withdrawal of funds shall be signed by either the Treasurer, or a designee, or by the President in the Treasurer's absence. A fidelity bond shall be obtained for the faithful performance of the financial obligations of the President and Treasurer and any other officer or employee designated by the Board of Directors in an amount from time to time fixed by the Board of Directors in its discretion, and shall approximate the maximum sum which is expected to be in the bank accounts of the Institute at any one time.
5. **Replacement of Officers:**
 - (a) **Vacancies:** In the event of a vacancy in any office other than President by reason of death, disability, resignation or removal, the Board of Directors shall elect a successor to that office to serve until the next Annual Meeting. That election may be made by unanimous written consent circulated by the Board of Directors. In the event that the President dies, becomes disabled, resigns or is removed, the Vice President shall carry out those duties until the next Annual Meeting.
 - (b) **Removal:** Any officer may be removed from office for cause by a two-thirds (2/3) vote of the Board of Directors at a Regular or Special Meeting, provided notice of such removal was contained in the notice of the meeting. Such Director's records and correspondence, except with relation to the qualifications of candidates for membership, shall at all reasonable times be open for inspection by members of the Board of Directors.

SECTION H – Committees

1. **Committees:** Committees shall be appointed from time to time by the President, subject to approval by the Board of Directors, and shall have duties as shall be specified by the Board of Directors.
2. **Limited Authority of Committees:** All proposed actions, findings and recommendations of a committee shall be submitted to the Board of Directors for approval or disapproval.

SECTION I – Fiscal Year

The fiscal year of the Institute shall commence on January 1 and end on the following December 31 of each year, unless a different fiscal year is established by the Board of Directors from time to time.

SECTION J – Executive Committee

1. **Membership:** The Executive Committee shall be composed of the Officers of the Institute and the President shall act as the Chairman.
2. **Meetings:** No regular or special meetings are required. Communication shall be by means determined by the Chairman.
3. **Authority:** Management and authority for conducting the ongoing business affairs and concerns of the Institute shall be vested in the Executive Committee, subject to review by the Board of Directors.
4. **Expenditures:** The approval of checks for payment by the Secretary/Treasurer or a designee for operating expenditures shall be by the authority of the President, or the Vice President in his absence, subject to periodic review by the Board of Directors.

SECTION K – Budget

The Board of Directors shall prepare and adopt its proposed budget for the forthcoming fiscal year at least 30 days prior to the commencement of each fiscal year.

SECTION L – Tax Returns

Within the time limits provided by federal, state and local laws, the Board of Directors shall approve and direct the officers to file, all income tax, property tax and other tax returns for which the Institute is responsible.

SECTION M – Superseding Earlier By-Laws

This Constitution and By-laws supersede any and all prior versions of the Institute's Constitution and By-laws. They may be amended at any Special or Annual Meeting of the membership upon an affirmative vote of two-thirds (2/3) of the members entitled to be taken thereon. Any proposed change in the Constitution or By-laws shall be noticed to each Chapter of the Institute and to each Member At Large at least forty-five (45) days prior to the meeting, which is to consider the change.

SECTION N – Name Protection

Only members of the Institute who are in good standing are entitled to use the name of "National Institute of Steel Detailing", the initials "NISD" and any insignia or logo of the Institute. Upon voluntary or involuntary termination of membership, that former member shall have no right to continue using said name, initials, insignia or logo. Each member by accepting membership in the Institute hereby acknowledges that it would be impracticable to determine the amount of monetary damages to the Institute or its members caused by a former member's unauthorized use of said name, initials, insignia or logo and for that reason agrees that a court of equity will have the right to issue injunctive relief to prevent any such unauthorized use.