

**Metal Building Contractors and Erectors Association • Carolinas Chapter  
By Laws**

**ARTICLE I**

Name and Principal Place of Business

**Section 1.**

The name of this organization shall be the Metal Building Contractors and Erectors Association – Carolinas Chapter, Inc., a North Carolina non-profit Corporation, hereinafter “MBCEA – Carolinas Chapter

**Section 2.**

The principal office and place of business of the MBCEA - CAROLINAS CHAPTER shall be located in Raleigh, North Carolina or such other place as may be designated by a majority of the members of the Board of Directors.

**Section 3.**

The fiscal year of the MBCEA - CAROLINAS CHAPTER shall be January 1 through December 31.

**ARTICLE II**

Purpose

The primary purpose of the MBCEA - CAROLINAS CHAPTER shall be to serve the metal construction contractor segment of the metal building systems industry in North and South Carolina, and to respond appropriately to their needs within the legal, financial, manpower, and other restraints as may be imposed upon it.

The association shall carry out the objectives of the Metal Building Contractors and Erectors Association, Inc. (MBCEA).

It shall be expressly understood that no activities are to be permitted or encouraged that are in violation of antitrust laws, are in restraint of trade or are contrary to accepted ethical and moral standards.

**ARTICLE III**

Membership

**Section 1.**

**Contractor Membership.** Contractor Membership shall be limited to any proprietorship, partnership or corporation which has been engaged in the business of marketing metal building systems, metal roofing systems, the contract erection of metal building systems, and/or metal roofing systems, or light gauge steel framers, but which is not a manufacturer of building systems, for at least one year before receipt by the MBCEA - CAROLINAS CHAPTER of application of membership.

Exception to the qualifications for Contractor Membership will be made in the case of new firms, providing at least one of the principals of the firm has had two or more years experience at the management level of a metal construction firm or appropriate equivalent experience as determined by the MBCEA - CAROLINAS CHAPTER Board of Directors.

The Contractor Membership and Industry Membership shall comprise the governing body of the MBCEA - CAROLINAS CHAPTER. Each Contractor Member shall be entitled to one vote on each matter submitted to a vote of the membership.

## **Section 2.**

**Industry Membership.** Industry Membership shall be limited to individuals, partnerships or corporations engaged in a business of serving Contractor Members. Industry Members shall be entitled to one vote on any matter submitted to a vote of the membership.

## **Section 3.**

**Individual Life Membership.** Individual Life Membership shall be available to any individual who is officially retiring from active employment and whose company is a MBCEA - CAROLINAS CHAPTER member in good standing at the time of retirement regardless of membership classification. Individual Life Members shall not be entitled to vote on any matter submitted to a vote of members of the MBCEA - CAROLINAS CHAPTER or hold any elected office of the MBCEA - CAROLINAS CHAPTER.

## **Section 4.**

Applicants shall be elected to membership after being recommended by a member in good standing of the MBCEA - CAROLINAS CHAPTER and approved by MBCEA.

## **Section 5.**

Termination of membership in the MBCEA - CAROLINAS CHAPTER shall be by resignation or expulsion. Upon termination, all rights and privileges of membership shall cease. A member may resign at any time by giving written notice of intention to resign to the President of the MBCEA - CAROLINAS CHAPTER. The resignation or expulsion of any member shall not affect said member's indebtedness to the MBCEA - CAROLINAS CHAPTER or the MBCEA. A member who resigns may be reinstated by reapplication for membership in the same manner as a new member.

## **Section 6.**

One individual shall be designated by each Contractor Member firm as authorized to vote on matters requiring a membership vote. The MBCEA - CAROLINAS CHAPTER president shall be notified of the original designee and subsequent changes.

## **Section 7.**

The MBCEA - CAROLINAS CHAPTER shall be a Chapter of the MBCEA, and shall fulfill the necessary obligations of such relationship. The MBCEA shall not be held liable for the debts, liabilities or causes of action against the MBCEA - CAROLINAS CHAPTER. Should the MBCEA - CAROLINAS CHAPTER cease to exist, it shall return to the MBCEA all records and funds until reorganization can be accomplished.

## **ARTICLE IV**

### Dues

#### **Section 1.**

Dues for Contractor Members and Industry Members shall be established by the MBCEA. No changes shall be made by the MBCEA in the dues structure until a minimum of three months notice has been given by publication in the official MBCEA publication or other appropriate written means.

#### **Section 2.**

Dues shall be payable on January 1 of each year for all classes of membership.

#### **Section 3.**

Three months delinquency in dues shall be construed as de facto resignation from the MBCEA - CAROLINAS CHAPTER and the MBCEA. A member shall be three months delinquent on March 31.

#### **Section 4.**

Individual Life Membership shall be granted upon application approval and payment of a one-time maintenance fee that shall be established by the MBCEA.

## **ARTICLE V**

### Meetings

#### **Section 1.**

The Board of Directors shall meet not less than once annually, and at such other times as determined by the Board.

#### **Section 2.**

The annual meeting of the MBCEA - CAROLINAS CHAPATER shall be held as directed by the Board. The MBCEA - CAROLINAS CHAPATER membership shall be notified in writing of the meeting's location and date at least thirty (30) days prior to the meeting

#### **Section 3.**

Roberts Rules of Order shall govern the conduct of the meetings.

## **ARTICLE VI**

### Officers and Board of Directors

#### **Section 1.**

Officers of the MBCEA - CAROLINAS CHAPATER shall be President, Vice President, Immediate Past President, and Secretary-Treasurer. In order to serve as an officer, an individual must have served as a MBCEA - CAROLINAS CHAPATER Director for a minimum of one (1) year. Officers of the MBCEA - CAROLINAS CHAPATER shall also be considered as directors, and members of the Board.

#### **Section 2.**

The officers shall receive no remuneration.

#### **Section 3.**

The officers shall be elected by the Board of Directors. Officers shall serve terms of one year in duration or until successors are duly elected. The Secretary-Treasurer may be re-elected for successive terms. The President may be re-elected to an officer position other than President or re-elected as President for one consecutive term if deemed desirable by the MBCEA - CAROLINAS CHAPATER Board of Directors.

The MBCEA - CAROLINAS CHAPATER Board of Directors shall consist of the four officers and eight directors. Directors may serve as such for a three (3) year term or such other term as the Board may determine.

#### **Section 4.**

A simple majority of the Board of Director members shall constitute a quorum at a duly called meeting of the Board. Voting passage shall require a two-thirds vote of a simple majority of the directors present for a meeting of the Board.

### **Section 5.**

A Nominating Committee consisting of MBCEA - CAROLINAS CHAPATER directors shall be chaired by the Immediate Past President to select nominees for the Board of Directors. From these nominees, the Board shall approve a slate that shall be submitted to the voting membership for election. Said election shall take place at the annual meeting of the organization.

## **ARTICLE VII**

### Duties of Officers and Board

#### **Section 1.**

The President shall preside at all meetings and act as Chairman of the Board of Directors and shall be ex-officio member of all committees.

#### **Section 2.**

The Vice President shall, at the absence of the President, perform the duties of the President.

#### **Section 3.**

The Secretary-Treasurer shall have custody of all the MBCEA - CAROLINAS CHAPATER funds, and shall cause to be made a statement of monies received and paid.

#### **Section 4.**

The directors shall serve as directed by the Officers and Board.

## **Section 5.**

The Board shall have the responsibility of establishing Committees.

## **Section 6.**

The Board shall be responsible for creating an annual business plan and budget. The Board and Committee members may be reimbursed if deemed appropriate by the Board.

## **Section 7**

Any elected officer or director who shall have been absent from two regular meetings of the Board of Directors without notification and explanation of absence may be required to resign and the vacancy shall be filled as provided in these bylaws.

Any vacancy occurring on the Board of Directors, between annual meetings, shall be filled by the Board on recommendation of the Nominating Committee. Directors so elected to fill a vacancy shall serve the unexpired term of their predecessors.

The Board may remove a director for cause by a vote of two-thirds of the Board present at any regular or special meeting. Prior to such action, the member shall be given an opportunity to be heard. The action of the Board may be appealed to the membership, which shall decide the issue by majority vote.

## **Section 8**

The MBCEA - CAROLINAS CHAPTER shall indemnify any and all persons who may serve or who have served at any time as a director, officer, committee chairperson or staff member of the association and their respective heirs, administrators, successors and assigns, against any and all expenses incurred by or imposed upon such person of the association, or any settlement thereof, except in relation to matters as to which any such person shall be adjudged in any proceeding liable for that person's own negligence or misconduct in the performance of duty; provided that in the event of a settlement of a suit, the indemnification provided for in this section shall apply only when the Board of Directors approves such settlement and reimbursement as in the best interests of the association. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which the director, officers, committee chairperson, committee member, or staff member may be entitled.

## **ARTICLE VIII**

### Non-Profit Status

This corporation does not contemplate pecuniary gain or profit to its members and is organized solely for non-profit purpose. No accumulated surplus, including but not limited to any net earnings, shall accrue nor be distributed to any member. The association shall apply for and maintain tax exemption status from the Internal Revenue Code Service as a Section 501 (c) (6) trade association.

The balance, if any, of all money received by the corporation from its members, or any other source, shall be used exclusively to carry out the objectives and purposes for which this corporation was formed and, in the event of a dissolution of this corporation, the assets thereof shall be transferred to the MBCEA. It being the intention that should there be a dissolution of this corporation to carry out the purposes herein set forth, the property and assets then owned by the corporation shall never belong to or be distributed to any member, any suspended member or expelled member, nor shall any member, suspended member or expelled member, have

any claim or interest therein, and in the event of such dissolution, the Board of Directors is authorized to convey and distribute all of the assets of this corporation to the MBCEA.

## **ARTICLE IX**

### Amendments

These bylaws may be amended at any regular or special meeting of the MBCEA - CAROLINAS CHAPATER by simple majority vote of the members in good standing and in attendance. Voting by letter of written proxy shall also be permitted, but no amendment may be voted upon either at a meeting or by letter unless thirty (30) days advance notice of intent to submit such amendment to the bylaws has been mailed to each voting member of the association.

Amendments pending 06/10/05