

BY-LAWS  
OF THE  
METAL BUILDING MANUFACTURERS ASSOCIATION

ARTICLE I

Name and Location

Section 1. Name. The name of this Association shall be the METAL BUILDING MANUFACTURERS ASSOCIATION.

Section 2. Principal Office. The principal office and place of business of the Association shall be located in City of Cleveland, State of Ohio, or such other place as may be designated by a majority of the members.

Section 3. Registered Office and Agent. The Association shall maintain a registered agent in the District of Columbia at all times.

ARTICLE II

Purposes and Objects

The purposes and objects of this Association shall be to promote the uses of metal buildings systems; to deal with technical and trade promotional issues pertinent to the industry; to compile and publish information of benefit to the industry and others interested in metal building systems; to cooperate in every lawful way in the adoption and maintenance of standards for metal building systems; and to do all other lawful acts to promote the use of metal buildings to promote and protect any other legitimate common interests of the industry.

ARTICLE III

Membership

Section 1. Nature of Association. The Association is voluntary and has no capital stock and shall not operate for profit, and its members shall be composed of those who may from time to time be admitted to the membership in such manner as may be prescribed in these By-Laws.

Section 2. Definition. The term "Metal Building System" as used in these By-Laws means: a metal building system designed and manufactured in accordance with an individual company's proprietary system, for commercial, industrial, institutional or agricultural use. Corn cribs and circular grain bins are not included. "System" is defined as the design, detail and manufacturing approach that combines building elements such as structural framing, covering materials and accessories to meet end user requirements.

Section 3. Members. There shall be two classes of members: metal building systems manufacturer and associate.

A. Metal Building Systems Manufacturer Membership. The metal building systems manufacturer membership of the Association shall consist of firms which are engaged in the design and manufacture of metal building systems and the sale of such systems (wherever manufactured and designed) within the United States. For the purposes of this Subsection A, a member must (a) employ a registered engineer who supervises the design and drafting activities, and (b) employ detailers and draftsmen to process orders. For purposes of this Subsection A, "manufacture" means the regular production of a substantial majority of primary frames being sold in a manufacturer's metal building system. The number of members shall be unlimited. Firms that manufacture metal building systems under multiple trade names may maintain separate, full memberships for each of their trade names or "trade name" memberships. The engineering, drafting and detailing requirements of this Subsection A(i) will be fulfilled if those services are supplied to the member by another entity within its corporate organization.

All "Facilities" of metal building systems manufacturer members (including trade name members) must be accredited under the AC472 Accreditation Program of the International Accreditation Service ("IAS"). Should a regular member's IAS accreditation lapse or be revoked, its MBMA membership shall also be terminated; provided, however, that there shall be no termination of MBMA regular membership while reinstatement alternatives or appeal procedures specified by the IAS are pending. Any manufacturer which would qualify for metal building manufacturer membership except for not being accredited pursuant to this Subsection may not maintain an associate membership in the Association. The Board of Directors shall establish guidelines for the implementation of this section.

B. Associate Membership. Entities (except those eligible for metal building systems membership) which regularly supply raw materials, products or services to metal building systems members, or other categories as determined by the Board from time to time, shall be eligible to be MBMA Associate members.

Section 4. Application and Election. Application for membership shall be made in writing, in form approved by the Board of Directors, addressed to the General Manager of the Association, and shall state the name, place and nature of business of the applicant, that applicant has read these By-Laws and accepts and agrees to be bound by the provisions thereof, and that the applicant agrees to pay its initiation fee, dues and assessments. Such application shall be considered by the Board of Directors. No applicant who is eligible for membership and agrees to pay all applicable dues and assessments shall be denied membership. Each member, by joining the Association, assumes and agrees to pay its dues for the then current fiscal year, provided that such dues have been adopted by the Members in connection with the approval of a budget for that year.

Section 5. Voluntary Termination of Membership. Any member may resign at any time by giving written notice of its resignation to the Association's General Manager; provided, however, that such member shall remain fully liable to the Association for all unpaid dues and assessments for the entire fiscal year in which such resignation is effective. Any such resignation shall take effect at such time after receipt thereof by the General Manager as may be specified therein, but if no such time is specified in the resignation, it shall take effect

immediately upon receipt thereof by the General Manager.

Section 6. Suspension of Membership. If after sixty (60) days following the due date for any dues invoice, a member's dues have not been received by the Association's office, that member shall be suspended automatically from the Association and shall be so notified by the General Manager. The suspension will terminate automatically upon the receipt of the delinquent dues. During the period of suspension, a suspended member is not entitled to the rights and privileges of membership, although it remains fully liable to the Association for all dues, assessments, and other obligations to the same extent and in the same manner as if it had not been suspended.

Section 7. Involuntary Termination of Membership. The membership of any member of the Association may be terminated by a vote of two-thirds (2/3rds) of the entire Board of Directors after a hearing with due notice and upon proof being submitted to the Board that such member has failed to adhere to any provision of these By-Laws. Such vote shall be by ballot. The termination of the membership of any member shall in no way affect such member's dues indebtedness to the Association for the full current fiscal year.

Section 8. Meetings of Members. Annual meetings of the membership shall be held at such time and place as may be designated by resolution of the Board of Directors, upon at least ten (10) days' prior notice. The Board of Directors may provide by resolution the time and place, for the holding of additional meetings of the membership upon at least ten (10) days prior notice.

Section 9. Teleconferencing / Electronic Meetings. Where and in the manner authorized by the Board of Directors and to the extent permitted by the Act, any person may participate in a meeting of the members by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to read or hear proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, make comments, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

Section 10. Authorized Representative. Each Metal Building Systems Manufacturer Member shall appoint one (1) individual to serve as its authorized representative (the "Authorized Representative") for purposes of voting and shall so notify the General Manager. No person shall be eligible as an Authorized Representative unless they are employed by and actively connected with the business of a member. If any Authorized Representative ceases to be employed by and actively connected with the business of a member, they shall thereupon cease to be an Authorized Representative.

Firms that elect to maintain multiple "Trade Name" memberships shall designate one of their Authorized Representatives as a voting Member. The representatives of other Trade Name Members of such firms may attend and participate (but not vote) at Member meetings. Authorized Representatives of Trade Name Members may not serve on the Board of Directors. Full voting members from the same corporate entity may authorize by proxy any other full voting member from that corporate entity to cast votes on their behalf at Member meetings.

Section 11. Designated Associate Representative. The Associate Members shall, in a manner prescribed by the Board, choose two individuals representing Associate members to be Designated Associate Representatives who will have voting privileges in Members' meetings.

Section 12. Quorum. Fifty percent (50%) of the total Authorized Representatives entitled to vote and Designated Associate Representatives shall constitute a quorum for the transaction of business at any meeting of the membership, provided, that if less than a majority of the members are present at said meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 13. Manner of Acting. The act of a majority of the total Authorized Representatives and Designated Associate Representatives represented at a duly called meeting of the members at which a quorum is present shall be the act of the membership, except as otherwise provided by law, by Association's Articles of Incorporation, or by these By-laws. Where and in the manner authorized by the Board of Directors, any action required to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be conducted by U.S. mail ballot, fax ballot, electronic mail ballot, or any other method of voting provided for by the Act. Such voting shall be subject to the same quorum and notice requirements as a meeting held in person. Voting by proxies is not permitted, except as provided in Subsection 10, above.

Section 14. Powers Retained by the Members. Notwithstanding anything to the contrary in these Bylaws, the members shall have the sole authority to approve annual budgets, dues and assessments; to elect Officers and members of the Board of Directors; to amend these Bylaws; to make significant changes in the Accreditation Program noted in Section 3(A) above; and to rule on any issue which at least one-third of the Board of Directors deem to be substantial and controversial.

## ARTICLE IV

### Management

Section 1. Board of Directors. The management and control of the Association and its affairs shall be vested in a Board of Directors.

Section 2. Board Composition, Terms, and Election. The Board of Directors shall be composed of not more than eleven (11) individuals, but at least nine (9) individuals, consisting of the Chair, Vice Chair, Immediate Past Chair, two Associate Member representatives, and four (4) to six (6) other Directors from among the Metal Building Systems Manufacturer Members. Individuals holding Chair, Vice Chair, and Immediate Past Chair positions must be representatives of Metal Building Systems Manufacturer members.

Terms for all Directors and Officers (other than the General Manager) shall be two years, subject to their earlier resignation, death, disqualification, or removal. Terms shall be staggered so approximately half of the Directors' terms expire each year. The terms for the two Associate Member Directors shall be staggered so that one expires each year. Any Director who is elected to the position of Chair or Vice Chair shall have their Director term extended to coincide with their term as Chair or Vice Chair. The number of terms each Director may serve

is unlimited.

The Authorized Representatives and Designated Associate Representatives shall, at the Annual Members Meeting, elect, from among the members, Officers (other than the General Manager) and Directors with expired terms.

The term of office of each Director or Officer shall commence immediately following the close of the Annual Meeting at which the Director or Officer is elected.

Section 3. Powers and Duties. The Board of Directors shall have power to make rules and provisions for the carrying on of the work and the activities of the Association not inconsistent with these By-Laws, the Association's Articles of Incorporation, or the District of Columbia Nonprofit Corporation Act of 2010, as amended (the "Act"); to fill vacancies which may occur in any office; to engage and discharge the General Manager; to admit and expel members; to have charge of all property of the Association; and to do all other acts necessary or proper to carry on the work of the Association. The Board shall be responsible for the supervision of the committees of the Association.

Section 4. Vacancies. Vacancies in a Directorship may be filled at any time in the manner in which the Director was originally appointed or elected.

Section 5. Meetings. Regular meetings of the Board of Directors shall be held at such times as the Board may prescribe. Special meetings of the Board may be called at any time by the President or upon written request of any three members of the Board. Where and in the manner authorized by the Board of Directors and to the extent permitted by the Act, any Director may participate in a meeting of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to read or hear proceedings substantially concurrently with their occurrence, vote on matters submitted to the Directors, pose questions, make comments, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

Section 6. Notice. Notice of regular meetings of the Board of Directors shall be given by the General Manager of the Association at least fifteen (15) days before the meeting. Notice of special meetings shall be given by the General Manager by mailing at least five (5) days before the meeting or by telephone, facsimile, electronic mail, or other electronic transmission at least forty-eight (48) hours before the meeting, which notice shall specify the purpose for which such special meeting is being held.

Section 7. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if each member of the Board signs a consent describing the action to be taken and delivers it to the Association. Action taken under this Section shall be the act of the Board when one or more consents signed by all of the members of the Board are delivered to the Association, unless the consent(s) otherwise specify the time at which the action taken is to be effective. Such consent or consents may be executed and delivered to the Association by electronic means, including email, and shall be filed with the minutes of proceedings of the Board.

Section 8. Waiver of Notice. A Director may waive notice, either before or after the

meeting. The waiver must be made in the form of a record signed by the Director (which may include an email or other electronic record), and which shall be filed with the minutes of proceedings of the Board of Directors or the corporate records. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director promptly upon arrival objects to the holding of the meeting or to the business to be transacted at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 9. Quorum. A majority of the voting members of the Board of Directors shall constitute a quorum at any meeting of the Board, but any number less than a quorum may recess a meeting to another date.

Section 10. Manner of Acting. The act of a majority of the Directors present at a duly called meeting of the members at which a quorum is present shall be the act of the Board of Directors; provided, however, that if one-third or more of the total Directors deem an issue substantial and controversial, the issue shall be referred to the Members for disposition.

## ARTICLE V

### Officers

Section 1. Officers. The Officers of the Association shall be the Chair, a Vice Chair, and a Secretary-Treasurer. The Chair and Vice Chair shall be Directors. The Secretary-Treasurer office may be filled by the General Manager. In any event, the General Manager shall serve as an ex-officio non-voting officer at the pleasure of the Board. Each such Officer shall hold office for two years or until their successor is duly elected and qualified.

Section 2. Nomination and Election. The Officers other than the General Manager shall be elected by the Authorized Representatives and Designated Associate Members at their Annual Meeting. A Nominating Committee shall suggest a slate of Officers and members of the Board of Directors to the Members. The Nominating Committee shall endeavor to nominate Board members representing a balance of small, medium and large companies. Such slate is advisory only and does not restrict the Members in their election of Officers or Board members. The Nominating Committee shall consist of the current Chair and the three immediate past Chairs of the Association if they are still actively connected with the metal building industry. If a past Chair does not qualify or is unable or unwilling to serve on the Committee, the Chair shall appoint a replacement.

Section 3. Remuneration. The Chair, Vice Chair, and Secretary-Treasurer shall receive no remuneration for acting as such. The General Manager shall receive such remuneration as is determined by the Board of Directors.

Section 4. Duties of the Chair. The Chair shall have such duties as usually pertain to that office and as may be conferred upon them by the Board of Directors from time to time. They shall act as Chair of the Board of Directors and preside at all Members and Board of Directors meetings and shall serve as the day-to-day liaison of the Board to the General Manager.

Section 5. Duties of the Vice Chair. The Vice Chair, shall in the absence of the Chair, perform the duties of the Chair. The Vice Chair shall also have such other duties as usually pertain to that office and as may be conferred upon them by the Board of Directors from time to time.

Section 6. Duties of the General Manager. The General Manager shall be the Executive Officer of the Association, may be elected as Secretary-Treasurer, and shall be an ex-officio member of all committees. They shall conduct the correspondence of the Association; keep its records and minutes of all meetings; collect and disburse all moneys of the Association; keep an accurate record of all receipts and expenditures; preserve all vouchers and furnish a financial statement at each regular meeting of the Board of Directors and Members; collect, compile, and disseminate such statistical and other information as directed by the Board of Directors; and shall have such other duties as usually pertain to that office and as may be conferred upon them by the Board of Directors from time to time.

## ARTICLE VI

### Committees

The Board may create such committees from time to time as it may deem necessary or desirable. The members of such committees shall be appointed by the Chair with the advice of the Board of Directors and shall consist of such persons as in the judgment of the Chair fairly represent the membership of the Association and those best qualified to serve on such committees. The Chair shall designate one of the members of the committee to be Committee Chair and another to be Committee Vice-Chair. Committees shall not exercise the power of the Board.

## ARTICLE VII

### Dues and Assessments

The Members shall fix and levy annual dues established upon such equitable basis as shall from time to time be adopted by the Members. Such dues shall be payable annually, quarterly or monthly (at the members' option) and shall be due no later than 30 days after submission of an invoice for such dues. Delinquency in dues shall cause automatic suspension as set forth in Article III, Section 7. The Board of Directors may propose and levy special assessments on the members, but only upon the affirmative vote of three-quarters of those members against whom the assessment is to be levied. It is the policy of the Association to assess dues and assessments based on all metal building systems shipments within a corporate family.

## ARTICLE VIII

### Dissolution

The Association may be dissolved upon a three-quarters vote of the full voting membership of the Board of Directors and approval of the voting members of the Association in accordance with provisions of the Act. In the event the Association is to be dissolved, any assets remaining after the payment of all obligations and the fulfillment of all legal requirements shall

be transferred to another organization established for essentially the same purposes and objectives of the Association and recognized as tax exempt under Section 501(c)(3) or (6) of the Internal Revenue Code.

## ARTICLE IX

### Amendments

Amendments to these By-Laws may be proposed at any meeting of the Members. Notice of the substance of each proposed amendment shall be sent by the General Manager in writing to each member at least fifteen (15) days in advance of the meeting at which the amendment is to be voted upon. An amendment to be adopted must receive at least a three-fourths (3/4ths) vote of all members voting at a meeting in which a quorum is present, or a mail vote of at least three-fourths (3/4ths) of all voting members if such a subsequent mail vote is authorized by three-fourths (3/4ths) of the voting members present and voting at the meeting.



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We hereby accept and agree to be governed by the foregoing By-Laws of the METAL BUILDING MANUFACTURERS ASSOCIATION.

COMPANY NAME: \_\_\_\_\_

BY: \_\_\_\_\_

TITLE: \_\_\_\_\_

DATE: \_\_\_\_\_

(As adopted on September 25, 1956; formally ratified on December 4, 1956; and amended November, 1959; November, 1962; June, 1975; November, 1981; November, 1982; December, 1993; November, 1995; December, 1995; January, 1996, January, 1997, May, 1997, October, 1997, May, 1998, December, 1999, December, 2002, May 2004, June 2005, December 2005, May 2006, December, 2007, December, 2008, January 2015, December 2021, and April 2024.)