

CENTRAL STATES INSULATION ASSOCIATION

BYLAWS AMMENDED 12/26/19

ARTICLE 1 ORGANIZATION

Section 1 NAME

The name of the organization shall be Central States Insulation Association.

Section 2 OBJECTIVE

The objectives of the Association shall be:

- a. Promote the purposes and effectiveness of the insulation and abatement industries by means consistent with the public interest;
- b. Promote these industries within the geographic area of the Association;
- c. Instill just and equitable principles of dealings to the end that membership in this Association shall be an assurance of skill and reliability;
- d. Develop and encourage high standards of service and conduct by means of study, discussion and education;
- e. Broaden public understanding of the importance of our industry;
- f. Deal with officials of local, state and federal governmental agencies in matters of concern and interest to the Association;
- g. To do anything necessary and proper for the accomplishment of any purposes herein set forth or which may be recognized as a proper and lawful object of a trade association. Nothing contained herein shall limit or impede the freedom or right of each member to conduct its business in such manner, as it shall independently determine.

Section 3. LOCATION

Headquarters of the Association shall be in such a location in or adjacent to a city within the geographic area of the Association as the Board of Directors may from time to time determine.

**ARTICLE II
MEETINGS**

Section 1 ANNUAL

The annual meeting of the Association shall be held each year at such time and place as may be designated by the Board of Directors.

Section 2 OTHER MEETINGS

Other meetings of the Association shall be held at such times and places as may be fixed by the Board of Directors.

Section 3 SPECIAL MEETINGS

The President on the request in writing may call special meetings of members at any time by twenty-five (25) percent of the members, or by a majority vote of the Directors.

Section 4 NOTIFICATON OF MEETINGS

Notification of meetings shall be mailed to each member of record, entitled to vote, at his last known post office address, for annual meetings, at least thirty (30) days in advance and for special, or other meetings, ten (10) days prior thereto.

**ARTICLE III
MEMBERSHIP**

Section 1 ELIGIBILITY

Any reputable person, firm, association or corporation that subscribes to the objectives of this Association is eligible for membership.

Section 2 CONTRACTOR MEMBER

Shall be any person, firm or corporation of good repute actively engaged in union only mechanical insulation, firestopping, asbestos abatement and/or any other related endeavor. If the person, firm or corporation is or becomes affiliated, in any way with, owned by, partners with, or holds any interest in any entity performing work within the work jurisdiction of the Insulator's Union utilizing persons or entities not covered by a collective bargaining agreement to which the Insulator's Union is signatory, then that person, firm or corporation shall not be entitled to membership.

Section 3 ASSOCIATE MEMBER

Shall be those who hold membership in the Association and are actively engaged in the manufacturing and / or supplying of materials, products, services or equipment utilized in the insulation and abatement industries. Others significantly involved with the industries, such as engineers and specifiers may become associate members with privileges then accorded by the directors.

Section 4 DISTRIBUTOR/FABRICATOR MEMBER

Shall be those who hold membership in the Association and are actively engaged in fabricating and / or distributing materials, products, services or equipment utilized in the insulation and abatement industries.

Section 5. HONORARY MEMBER

An Honorary Member is any Contractors, Associate or Distributor/Fabricator member of the Central States Insulation Association who has retired from the mechanical insulation or related construction industry business and who are chosen by a majority vote of the Board of Directors. Honorary Members have no voting rights and are not eligible to serve on the Board of Directors. *Annual Dues:* none.

An Honorary Member in good standing shall have the following privileges:

- Right to attend CSIA functions at the Member Price;
- Right to receive bi-monthly newsletter via mail or email;
- Right to attend “Members Only” access on the CSIA Website

Section 6 ADMISSION OF MEMBERS

Members must be approved by a majority of the then voting Board of Directors at any meeting of the Board or by mail.

Section 7 DUES

The Board of Directors shall determine the annual dues for each member of the Association. Such dues shall be payable on January 1 of each year and, if not paid, shall become delinquent on January 30. The Board of Directors may reduce the dues for new members joining the Association after July 1, but only for the year in which they first join. No member shall require the allocation of any portion of his dues to the Association for any specific purpose. Members renewing after lapse shall pay the dues and all assessments for the year in which the membership lapsed.

Section 8 NON-PAYMENT

Members automatically forfeit the privileges of membership by failure to pay dues or charges within thirty (30) calendar days of the last day due.

Section 9 RESIGNATION

Membership shall be on a continuous basis, and resignations will be accepted only upon written notice received not later than January 30, with the payment of all previous fees dues and owing.

Section 10 SUSPENSION OR TERMINATION FOR CAUSE

The Board of Directors may, by a three-fourths vote of the Board, suspend or terminate the membership of any member for conduct detrimental to the Association or its purposes. The Board of Directors may also suspend or terminate the membership of any

member which no longer meets all of the criteria for membership as set out in Article III. The Association shall give written notice to the member of the proposed action at least fifteen (15) calendar days prior to taking final action thereon. Such notice shall state the nature of the proposed action, and the reason or reasons therefore, and shall designate a time and place when the member may appear on his/her own behalf before the Board of Directors to make sure explanation or present such defense as may be appropriate.

**ARTICLE IV
FINANCES**

Section 1 FUNDS

All monies received by the Association shall be deposited in a financial institution designated by the Treasurer.

Section 2 FISCAL YEAR

The Association shall operate on a calendar-year basis of January 1 to December 31.

**ARTICLE V
BOARD of DIRECTORS**

Section 1. NUMBER OF DIRECTORS

The government of the Association, the general policies controlling its activities and the control of its property shall be vested in a Board of Directors. The Board may consist of nine (9) directors from the contractor membership, three (3) from the associate membership, and three (3) from the distributor/fabricator membership. The immediate past president may serve for a term that is not greater than the term to which he was elected to the Board by the membership. In addition, any City Association that does not have contractor representation on the Board of Directors is entitled to have one (1) person hold a position on the Board as a Contractor At-Large. The term for an at-large contractor director will be for one year.

Section 2 TERM OF OFFICE

Each year, three (3) contractors members shall be elected for staggered terms of three (3) years and shall serve until their terms expire, or until their successors have been elected and qualify.

Three (3) distributor/fabricator members shall be elected for staggered terms of (3) years, and shall serve until their terms expire, or until their successors have been elected and qualify.

Three (3) associate members shall be elected for staggered terms of three (3) years, and shall serve until their terms expire, or until their successors have been elected and qualify.

The terms of directors shall commence immediately upon being voted a director .

Section 3 VACANCIES

A vacancy on the Board of Directors shall arise upon the death, resignation, or declination to serve of such director or upon the continued absence of a director from two or more consecutive meetings, if such absence is declared by the Board to cause a vacancy.

Any vacancy or vacancies on the Board of Directors may be filled for the unexpired term by a majority vote of the remaining directors, provided, however, that if such vacancy was one filled by election of the membership for a term that does not expire prior to the close of the next ensuing annual meeting, such appointment shall be subject to ratification at the annual meeting immediately following the appointment.

Section 4 DUPLICATE BOARD REPRESENTATION

No company shall have more than one representative on the Board of Directors at any one time.

Section 5 REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held twice (2) each year at the times and places determined by the Board.

Notices of such regular meetings shall be given at least twenty (20) calendar days before each regular meeting.

Section 6 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President on five (5) calendar days' notice to each director and shall be called by the President in like manner on the written request of six (6) directors. Special meetings may be conducted by a conference call.

Section 7 ATTENDANCE PROCEDURE

All meetings of the Board of Directors may be called by the President on five (5) calendar days' notice to each director and shall be called by the President in like manner on the written request of six (6) directors. Special meetings may be conducted by a conference call.

Section 8 QUORUM

A majority of the Board shall constitute a quorum, but a smaller number may convene from time to time without further notice until a quorum is secured.

Section 9 EXECUTIVE COMMITTEE

The President, President-Elect or Vice President, Secretary, Treasurer, or Secretary-Treasurer, and Immediate Past President if there be one, shall constitute an executive committee which between meetings and failure of a quorum of the Board of Directors, shall, subject to limitations herein set out, and as may be hereinafter imposed by the Board of Directors, have the power and authority to manage the affairs for the Association as prescribed by the Board of Directors. The Executive Committee shall report and be accountable to the Board of Directors for any powers, authorities, and expenditures they may exercise in managing the affairs of the Association in such instances.

Rule 4 EXECUTIVE COMMITTEE

The Executive Committee may set the terms and conditions of engagement of all staff employees, except that of the association executive. They shall not have the power to amend or repeal these Bylaws, the certificate of incorporation, to elect, appoint or remove any officer, director or member of a committee, to revoke any action taken by the Board of Directors, to change the amount of dues of any member or class of members, or to incur on behalf of the Association or authorize expenditures totaling more than One Thousand Five Hundred Dollars (\$1500.00) that have not been approved by the Board of Directors.

**ARTICLE VI
DUTIES OF DIRECTORS**

Section 1 AUTHORITY

The Board shall pass upon all matters of general business, which may be necessary in the successful operation of the Association and its programs.

Section 2 DUES AND ASSESSMENTS

The Board shall determine the amount of dues and assessments to be paid by the members and procedures for collection.

Section 3 ASSOCIATION STAFF AND BONDS

The Board shall determine what individuals shall be engaged to render services to the Association and set their compensation. It shall furnish bond at the expense of the Association for the Treasurer and others performing services for the Association as may be deemed necessary in amounts it finds adequate.

Section 4 MEETING AND FUNCTIONS

The Board shall determine the times and places of meetings and functions as provided by the Bylaws. The Board shall pass upon events of functions held by the association, other than business meetings.

Section 5 REAL OR PERSONAL PROPERTY

The Board shall acquire or dispose of real property of the Association, subject to a majority vote of the membership voting. The Board shall be Trustees of real or personal property belonging to the Association.

**ARTICLE VII
NOMINATING DIRECTORS**

Section 1 NOMINATING COMMITTEE-CONTRACTORS

The nominating committee chairman shall be designated by the president at the spring meeting of the Board of Directors and two (2) additional directors or past presidents shall be designated by the Chairman. The members of the nominating committee shall serve as individuals and shall not be subject to instructions by any person or designated body. The committee shall nominate only contractors and "distributors/fabricators" members of the Board. Action by the nominating committee shall be effective upon the affirmative vote of a majority of the Committee as constituted.

Section 2 PUBLICATION OF CONTRACTORS NOMINEES

The nominating committee shall notify the members, by publication in the Association's official publication or special bulletin, of the names of its nominees for the Board of Directors to be elected, at least thirty (30) days before the opening of the Fall Meeting.

Section 3 FLOOR NOMINATIONS

Additional contractors, distributors/fabricators and associate candidates may be placed in nomination from the floor at the annual meeting.

Section 4 ASSOCIATE NOMINATIONS

Associate members shall nominate their candidates for the Board by nominating ballot mailed to each associate no later than sixty (60) days prior to the Fall Meeting. Thereafter, those nominated shall be submitted to the associate members for final vote at the Fall Meeting.

**ARTICLE VIII
OFFICERS**

Section 1 ELECTION AND TERMS

The officers of the Association shall be elected by the Board of Directors, from the Board's own members to terms of office that are not greater than the terms to which they were elected to the Board by the membership. As soon as possible after the

election of the directors, the officers of the Association will be elected and they shall be installed at the close of the Fall Meeting. They shall serve from the close of the Fall Meeting until the close of the ensuing Fall Meeting or until their successors are elected and qualify.

Section 2 OFFICERS AND RANK

The officers of the Association shall be president, president-elect or vice president, secretary, treasurer, or secretary-treasurer, and shall rank in that order. At no time shall there be both a president – elect and a vice president.

Section 3 ELGIBILITY

Contractor, Distributor/ Fabricator, and Associate Members can serve in any officer position on the Board of Directors.

Section 4 PRESIDENT-ELECT

The president-elect shall automatically succeed to and be deemed elected to the office of president upon the expiration of the term of the president in office, or upon his death, resignation or declination.

Section 5 VICE PRESIDENT

A vice president may be elected at the start of the first year of a new president's term in office, and he shall be eligible to succeed to the office of the president-elect upon the expiration of the term of the president-elect then in office or upon his death, resignation or declination.

Section 6 IMMEDIATE PAST-PRESIDENT

The immediate past president may remain on the Board for a term that is not greater than the term to which he was elected to the Board by the membership.

Section 7 VACANCIES – REMOVAL

Any officer may be removed with or without cause and at any time by the affirmative vote of a three-fourths majority of the Board of Directors. If any office becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a three-fourths majority of the Board of Directors.

Section 8 ASSOCIATION EXECUTIVE

The Board of Directors may retain an association executive at such cost and upon such terms as it may deem appropriate and he shall serve at its pleasure.

**ARTICLE IX
DUTIES OF OFFICERS**

Section 1 PRESIDENT

The president shall preside at meetings of members and the Board of Directors. He shall have the responsibility for carrying out the directives of the Board of Directors. The president at the start of his term of office shall have to present to the Board of Directors his program, and, at the conclusion of his term, report to the Board and the membership on the Association' progress during his term of office. The president shall direct the committees in the pursuit of their goals and shall report to the Board of Directors on all Association programs, activities, transactions and business of the Association.

a) PRESIDENTIAL APPOINTMENTS

The president shall appoint the chairman of all committees and after consultation with the chairmen, appoint the members of each committee other than the three (3) members of the nominating committee.

b) SPECIAL COMMITTEES

The president may create special committees and appoint the members therefore and shall perform such other duties as are necessarily incidental to the office of president or as may be prescribed by the Board of Directors.

Section 2 PRESIDENT-ELECT OR VICE PRESIDENT

In the event of the temporary disability of the president or of his absence from meetings, the president-elect or vice president shall, upon being so directed by the President, perform the duties of the president. The president-elect shall have such delegated to him by the president.

Section 3 SECRETARY

The secretary shall be secretary of the Board of Directors and executive committee. He shall, among other duties, notify officers and members of the committees of their election or appointment, provide assistance to committees and counsel in connections with these activities and render such reports as may be required by the executive bodies of the Association.

Section 4 TREASURER

The treasurer shall oversee the activities of the executive secretary and his staff in the keeping of accounts of all monies received and expended for the use of the Association and shall oversee the activities of the executive secretary in the making of disbursements authorized by the Board of Directors. He shall oversee, directly or indirectly, the depositing of all sums received by the Association in the depositories approved by the Board of Directors and shall make a report at the Fall Meeting or when called upon by the President. He shall, with the approval of the Board of Directors,

authorize such disbursements as are necessary in the everyday conduct of the business of the Association. He shall ensure that the books, funds and vouchers in the hands of the Association shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection by the Board of Directors. The treasurer may call for an independent audit of the financial records at any time and the audit shall be conducted under the terms and conditions prescribed by the Board. At the expiration of his term in office. The treasurer shall ensure that all books, money and other property are properly accounted for to his successor and an independent audit may be performed at the request of the succeeding treasurer. The books shall be maintained at the central office of the Association. The Board of Directors shall, from time to time, establish check signing authority clearly indicating the responsibility of the treasurer thereof.

Section 5 ASSOCIATION EXECUTIVE

Subject to the powers of the Board of Directors, the affairs of the Association may be administered by an association executive and employee or employees as the Board of Directors deem necessary. He shall be responsible to the Board for implementation of the objectives, policies and programs of the Association. Between meetings of the Board, he shall answer to the president and the executive committee.

Section 6 BONDING

The treasurer, association executive, or any other person entrusted with the handling of such funds or property of the Association may, at the direction of the Board of Directors be required to furnish at the expense of the Association a fiduciary bond in such amount and in such forms as the Board shall prescribe.

**ARTICLE X
VOTE**

Section 1 VOTING RIGHTS- CONTRACTOR

Each contractor member shall designate one representative of its firm who shall be entitled to vote.

Section 2 VOTING RIGHTS – ASSOCIATE

Each associate member shall designate one representative of its firm who shall be entitled to vote on all matters except those pertaining to contractors business.

Section 3 VOTING RIGHTS –DISTRIBUTORS/FABRICATORS

Each distributor/fabricator member shall designate one representative of its firm who shall be entitled to vote in the same fashion and with the same privileges as contractor members of the Association.

Section 4 MAIL VOTE

Whenever in the judgment of the Board of Directors any questions shall arise which it considers should be put to a vote of the members and when it deems it inexpedient to call a special meeting for such purposes, the Directors may, unless otherwise required by these Bylaws, submit such matter to the members by mail vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail within (3) weeks after such submission to the members. Any and all action taken in pursuance of a majority and as against each member therefore. The Board of Directors may act by mail vote on all matters coming before the Board, as well.

**ARTICLE XI
AMENDMENTS**

Section 1 BY BOARD OF DIRECTORS

These Bylaws may be amended by the Board of Directors at any meeting of the Board, subject to the approval of the members as described herein below. Proposed changes must be received by each board member (10) days prior to their meeting date to discuss such. Any and all amendments approved by a majority of the Board at any meeting of the Board shall be submitted by mail vote to all members for approval. The question on the amendment thus presented shall be determined according to a majority of the votes received by mail within three (3) weeks after such submission to the membership. Any and all action taken in pursuance of a majority vote in each case shall be binding upon the Association and as against each member thereof.

Section 2 BY CONTRACTOR MEMBERSHIP

Amendments to these Bylaws may be brought to a vote by the contractor members through petition of a majority of the contractor members. Such petition shall be first submitted in writing to the Board of Directors at a regularly scheduled meeting. If the Board of Directors does not endorse the proposal in the petition by a majority vote, and it is not withdrawn, the proposal shall be promptly submitted by mail vote in writing to the membership for approval. The question thus presented shall be determined according to a majority vote of the votes received mail within (3) weeks after such submission to the members. Any and all action taken in pursuance of a majority mail vote in each case shall be binding upon the Association and as against each member thereof.

Section 3 AMENDMENT SUBMITTED

All proposals submitted shall contain all pertinent information, date and hour of the closing of the balloting and any other information that will enable the contractor membership to make a proper determination.

**ARTICLE XII
NOTICES**

Notices required to be given under the provision of these Bylaws to any director, officer or member shall not be construed to mean personal notice, but may be given in writing by publication in the News Bulletin or by depositing in a post office or letter box, postage prepaid, or prepaid mail o- gram or telegram addressed to the director, officer or member at such address as appears on the books of the Association, and such notice shall be deemed to be given at the time when it is offered for delivery.

**ARTICLE XIII
INDEMNIFICATION**

The Association shall indemnify and hold harmless the following persons from and against any and all obligations, liabilities and expenses arising from and in the course of the performance of their assigned duties: Association directors, elected officers, appointees, executive secretary and his staff, agents, employees and all persons who, at the request of, or in behalf of, or in the interest of the Association, may serve as a director, officer or agent.

**ARTICLE XIV
TERMS USED**

Section 1 ASSOCIATION

Whenever the term Association appears herein, reference is made to the Central States Insulation and Abatement Contractors Association.

Section 2 Geographical Area

Whenever the term geographical area appears herein, reference is made to the "Central States" of Indiana, Kentucky, Michigan, Ohio and West Virginia, and such other states as may be added or deleted from time to time.

Section 3 CITY

Whenever the term city appears herein, reference is made to a city within the geographical area of the Central States.

Section 4 YEAR DEFINAITION

Year, except fiscal year, as used or inferred in these Bylaws, shall mean from the close of Annual Fall meeting to the close of Annual Fall Meeting.

**ARTICLE XV
SEAL (NEW SEAL)**

The Association shall have an official corporate seal, in the form and content as set forth below. Such seal shall be affixed to such corporate instruments as may by law or government regulation be required or as may be deemed necessary or appropriate by the officer or directors of the Association, or their legal counsel; but no deed or instrument of the Association, otherwise duly authorized, shall be held or deemed invalid or insufficiently executed for want of such seal.

**ARTICLE XVI
PARLIAMENTARY AUTHORITY**

The rules of Parliamentary Practice comprised in Robert's Rules of Order (Revised) shall govern all proceedings of the Association and of the Board of Directors, except where inconsistent with these Bylaws and subject to any special rules which have been or may be adopted.

SPECIAL RULES

Rule 1 EXISTING CONTRACTS

Any contracts to which the Association is a party at the time the amended Bylaws become effective shall continue to remain in force.

Rule 2 NIA DIRECTORS

The Association shall elect two (2) contractor directors, for terms of three (3) years which do not expire at the same time, to the Board of Directors of NIA. Such directors shall be selected by the Association's Board of Directors, and they shall hold membership in NIA preceding the commencement of the terms of office of the directors to be so elected for the years designated by NIA.

Rule 3. PAST PRESIDENT IS COUNCIL

Each past president shall automatically become a member of an honorary group to be known as the Past President's Council. They shall serve as a senior advisory group at the direction of the Board of Directors. They shall handle such duties and assignments as the Board feels their expertise will best serve the Association. Members of the Past President's Council shall receive notice of all meetings of the Board of Directors unless they give notice in writing of their desire not to receive such notices, and shall be entitled to attend and present their views upon all matters coming before said meeting, but without the right to vote.

Rule 4. COMMITTEES APPOINTMENT AND AUTHORITY

The committees necessary for the operation of the activities of the Association shall operate within the provisions determined by the Board of Directors. It shall be the

function of committees to make investigations, conduct hearings, make recommendation to the Board of Directors, and to carry on such activities as may be delegated to them by the Board. No committee shall take or make any formal action, or make public and resolution, or in any way commit the Association on a question on policy, or on matters of general public interest, or of any financial interest, without first having received the approval of the Board of Directors or of the membership. A majority shall constitute a quorum at all committee meetings. The president shall be an ex-officio member of all committees except the nominating committee.