2020
Annual Membership Business Meeting

March 5
Salt Palace Convention Center
Salt Lake City, UT
Room 251DEF

Contents
1. 2019 Membership Meeting Minutes
2. Proposed Bylaws Changes 2020
3. 2020-2021 Officers & Directors Slate
Minutes

The meeting was called to order at 8:00 am by President Max Hains followed by introductions, announcements, recognition of the board of directors, staff, NEF trustees, METALfab exhibitors and sponsors. A moment of silence was offered for members who passed since our last meeting.

Max introduced NOMMA Staff: Liz Messner and Meda Merritt. Rob Rolves, NOMMA Education Foundation (NEF) Board Chair, introduced fellow Trustees and discussed current initiatives and accomplishments of NEF.

Staff explained the voting procedures for business as well as election of officers and directors. Executive Director, Liz Messner, CAE, announced that the 2018 annual meeting minutes had been posted on the website and made available to members. A motion was made for approval of the 2018 annual meetings minutes. THE MOTION CARRIED.

Max Hains honored outgoing board members: Christ Holt, Jay Shah and Cathy Vequist. Nominating Committee Chair, Cathy Vequist introduced the proposed slate of officers and directors for 2019-2020:

- President-Elect — Mike Kinnikin, Eureka Forge
- Vice-Pres/Treasurer — Jonathan Falk, Living Design Studios
- Fabricator Director — Peter Zadrozinski, Classic Metalcraft
- Fabricator Director — Kendall Shrock, Shrock Fabrication
- Supplier Director — Gina Pietrocola, D.J.A. Imports

Max Hains announced that Mike Kinnikin would automatically assume the role of president next year. A motion was made to accept the slate. THE MOTION CARRIED. Max then inducted the new board members and president into office. Then, he recognized the individuals who will continue on the board and asked them to step forward.

- Fabricator Director — Roger Carlsen, Ephraim Forge
- Fabricator Director — Mike Workman, Burlington Misc. Metals
- Fabricator Director — John McLellan, McLellan Blacksmithing
- Fabricator Director — Tony Martinez, Big D Metalworks
- Supplier Director — Dave Filippi, FABCAD Inc
- Supplier Director — Stacey Lawler Taylor, Lawler Foundry Corp

He then introduced the 2019-2020 board to the membership. Maciej Jankowski, 2019-2020 NOMMA President addressed the membership.

An announcement was made that the next meeting was scheduled for March 2020 in Salt Lake City, UT. Max invited all members to the NEF After Party and Auction later that evening. Being no further business to come before the membership; a motion was made to adjourn the meeting. THE MOTION CARRIED.

Three proposed Bylaws Changes were presented to the membership for approval:
Proposed Bylaws Changes 2020

The following proposed Bylaws changes will be voted on by NOMMA members at the Annual Meeting on Thursday, March 5, 2020, 8:30am to 10:00am in Room 251DEF at the Salt Palace Convention Center. Proposed changes are presented below. Text appearing in red is proposed as new and text appearing in strikethrough is proposed to be deleted.

Proposal 1

Article I - Name
Section 1: The name of this Delaware Texas not-for-profit corporation shall be National Ornamental & Miscellaneous Metals Association. The official abbreviation of this name shall be “NOMMA”.

Proposal 2

Article IV - Membership
Section 2: Categories
a. The Fabricator category shall include metal fabricating shops, blacksmiths, artists or other firms and individuals in the Industry whose products or services are sold directly to the consumer or the consumer’s immediate agent or contractor.
b. Supplier Industry Partner members are those members which produce and/or distribute materials, machinery and accessories for the industry, or which provide services that may be used by the industry. The following categories of supplier members shall be maintained:
   1. Nationwide firms which operate on a nationwide or international basis;
   2. Regional firms which operate within a 500-mile radius;
   3. Local firms which operate within a 150-mile radius.
c. The Affiliate category shall include individuals, firms and organizations which do not engage in the fabrication of ornamental or miscellaneous metal products and do not provide products or services to the Industry, but which have a special interest in the Industry.
d. Honorary membership is a special category bestowed upon members at such time and under such terms as the Board of Directors shall determine.

Article VI - Meeting of Members and Voting
Section 3: Voting
At all NOMMA business meetings, each Fabricator and Supplier Industry Partner member in good standing shall be entitled to one vote in all affairs of the association. Members unable to attend the meeting may register their views by means of an absentee ballot, which shall be counted along with the votes of those present; such absentee ballots shall apply only to the amendment text as publicized, and not to modifications or alternatives developed at the meeting. If absentee ballots are received, the proposed amendments shall be voted on as publicized before consideration of alternatives.

Article VII - Board of Directors
Section 2: Composition of Board
The Board of Directors shall consist of the President, President-elect, Vice President/Treasurer, the Immediate Past President, six elected Fabricator member Directors, three elected Supplier Industry Partner member Directors, and one chapter representative. In addition, the Executive Director, Operations, who shall serve without vote. Elected officers and directors shall take office at the spring board meeting.

Article VII - Board of Directors
Section 4: Election of Directors and Term of Office.
The following directors shall be elected at the annual membership business meeting:
a. Fabricator directors
b. Supplier Industry Partner directors
Directors shall be elected for a term of three years, provided that such terms shall be staggered so that two fabricator member
Article IX - Executive Committee
Section 2: Composition
The Executive Committee shall consist of the President, President-Elect, Vice President/Treasurer, the Immediate Past President, and the most senior SupplierIndustry Partner Director. If the senior SupplierIndustry Partner Director is unable to serve, then the next most senior SupplierIndustry Partner Director shall sit on the committee. In addition, the Executive Director, who shall serve without vote.

Article XII - Nominating Committee
Section 1: The nominating committee shall recommend a slate of officers and directors to the membership. It shall be composed of the most recent Past President agreeing to serve as chairperson, the President, two individuals who are board members or committee chairs, and one individual who may be a committee chair or past president. In addition, the Executive Director, shall serve without vote. Committee members shall be selected by the chairperson with confirmation by the Board of Directors. At least one member of the committee shall be from the SupplierIndustry Partner membership category. For vacancies that occur on the board between annual membership meetings, the Nominating Committee shall recommend candidates to fill the unexpired terms as they occur; said candidates are to be appointed by the board.

Proposal 3

Article IV - Membership
Section 3: Application for Membership
Any person, firm or organization eligible for membership under these bylaws may apply for membership on written application or by electronic means submitted to the Executive Director, Operations.

Article V - Finances
Section 3: Budget
Proposed budget expenditures for the fiscal year shall be prepared by the Executive Director, Operations, reviewed with the Treasurer and presented to the board each year.

Section 5: Audit
The accounts of NOMMA ideally should be audited annually and shall be audited not less than every three years by the Certified Public Accountant, who shall be recommended by the Executive Director, Operations and approved by the board and who shall provide reports to the board as directed.

Article VI - Meeting of Members and Voting
Section 2: Special Meetings
Voting members may be called to a special meeting by the Board of Directors or in response to written demand from 25% or more of the voting members, within thirty (30) days after the filing of such request with the President and the Executive Director, Operations.

Article VII - Board of Directors
Section 2: Composition of Board
The Board of Directors shall consist of the President, President-elect, Vice President/Treasurer, the Immediate Past President, six elected Fabricator member Directors, three elected SupplierIndustry Partner member Directors, and one chapter representative. In addition, the Executive Director, Operations, who shall serve without vote. Elected officers and directors shall take office at the spring board meeting.

Section 4: Election of Directors and Term of Office.
The following directors shall be elected at the annual membership business meeting:
a. Fabricator directors
b. SupplierIndustry Partner directors
Directors shall be elected for a term of three years, provided that such terms shall be staggered so that two fabricator member directors and one SupplierIndustry Partner member director will be up for reelection each year. Directors shall not be elected for more than two consecutive terms until a period of at least one year has elapsed, with the exception of directors being elected to
officer positions. Elections shall be held annually in a manner determined by the Board of Directors. A slate of candidates shall be published thirty (30) days in advance of the election. Voting by proxy shall not be permitted. The Executive Director, Operations shall maintain an official roster of members entitled to vote. Electronic transmission of votes must be accompanied by information from which it can be determined that the member authorized the electronic transmission. The Executive Director, Operations shall certify the results of the election and shall transmit a report of the results to the President and to the candidates.

Section 9: Resignation or removal
Any director or officer may resign by giving written notice to the Board of Directors and the Executive Director, Operations. The board may remove any director or officer for cause by a majority vote of the board present at any regular or special meeting. Any director or officer proposed for removal will be given notice that his or her removal will be considered at a meeting of the Board of Directors. Such notice must be at least 30 days before the date of the meeting. The director or officer will be given the opportunity to be heard, at the meeting, or in writing delivered to the Executive Director, Operations not less than five days prior to the day of the meeting.

Article VIII - Duties of Officers
Section 3: Vice President/Treasurer
The Vice President/Treasurer shall ensure that proper accounting procedures are established and maintained, that operating budgets are submitted to the board, and that annual audits are performed by a Certified Public Accountant. The Vice President/Treasurer shall report on the financial operations of NOMMA at membership and board meetings, and shall perform other duties as assigned by the President. With board approval, portions of the Treasurer’s duties may be delegated to the Executive Director, Operations as appropriate.

Article IX - Executive Committee
Section 2: Composition
The Executive Committee shall consist of the President, President-Elect, Vice President/Treasurer, the Immediate Past President, and the most senior Supplier/Industry Partner Director. If the senior Supplier/Industry Partner Director is unable to serve, then the next most senior Supplier/Industry Partner Director shall sit on the committee. In addition, the Executive Director, Operations, who shall serve without vote.

Article X - Operations and Management
Section 1: Appointment
The operations and management of the association shall be conducted in a manner determined by the Board of Directors. Such operations and management may be achieved by whatever means the Board of Directors deems necessary, and may include, but shall not be limited to independent contractors, employees, association management companies, or any combination of the foregoing (“Operational Management.”) The Board of Directors shall have the authority to hire, fire, or contractual terminate Operational Management. Operational Management shall manage and administer all activities of the association, subject to the direction and policies of the Board of Directors. A named Executive Director, Operations may serve without vote as an ex officio member of the board of directors, the executive committee, and the nominating committee. The Executive Director, Operations shall act as corporate secretary for the association, oversee the recording of proceedings for membership and board meetings, and ensure that accurate records are maintained and safeguarded.

Article XII - Nominating Committee
Section 1: The nominating committee shall recommend a slate of officers and directors to the membership. It shall be composed of the most recent Past President agreeing to serve as chairperson, the President, two individuals who are board members or committee chairs, and one individual who may be a committee chair or past president. In addition, the Executive Director, Operations, shall serve without vote. Committee members shall be selected by the chairperson with confirmation by the Board of Directors. At least one member of the committee shall be from the Supplier/Industry Partner membership category. For vacancies that occur on the board between annual membership meetings, the Nominating Committee shall recommend candidates to fill the unexpired terms as they occur; said candidates are to be appointed by the board.
The Nominating Committee, chaired by Max Hains, Immediate Past President, is pleased to announce the slate of officers and directors for 2020.

2020 NOMMA Board of Directors Line Up
The Nominating Committee, chaired by Max Hains, Immediate Past President, is pleased to announce the slate of officers and directors for 2020.

<table>
<thead>
<tr>
<th>Proposed Board Members for Election</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fabricator Director (3-yr term) — <strong>Stephen Boyler</strong>, Boyler's Ornamental Iron Inc., Riverdale, IA</td>
</tr>
<tr>
<td>Fabricator Director (3-year term) — <strong>Deven Paolo</strong>, Solid Form Fabrication Inc., McMinnville, OR</td>
</tr>
<tr>
<td>Fabricator Director (1-year term) — <strong>Roger Carlsen</strong>, Ephraim Forge Inc., Frankfort, IL</td>
</tr>
<tr>
<td>Supplier Director (3-yr term) — <strong>Anthony Goodings</strong>, Wagner, Milwaukee, WI</td>
</tr>
</tbody>
</table>

2020-2021 Executive Committee
President — **Jonathan Falk**, Living Designs Studios, Erie, CO
President-Elect — **Tony Martinez**, Big D Metalworks, Dallas, TX *
Vice-President/Treasurer — **Mike Workman**, Burlington Misc. Metals LLC, Graham, NC
Sr. Supplier Director — **Stacey Lawler Taylor**, Lawler Foundry Corp **
Immediate Past President — **Maciej Jankowski**, Artistic Iron Works, Norwalk CT
* President-Elect automatically advances to president.  
**Senior Supplier Member automatically advances to the Executive Committee

2019-2020 Remaining Board Members
Fabricator Director (1 year remaining) — **Roger Carlsen**, Ephraim Forge Inc., Frankfort, IL
Fabricator Director (1 year remaining) — **Tony Martinez**, Big D Metalworks, Dallas, TX Fabricator
Fabricator Director (2 years remaining) — **Mike Workman**, Burlington Misc. Metals LLC, Graham, NC
Fabricator Director (2 years remaining) — **John McLellan**, McLellan Blacksmithing, Loomis, CA
Supplier Director (2 years remaining) — **Stacey Lawler Taylor**, Lawler Foundry Corp, Birmingham, AL

Retiring Board Members
We’d like to express a very special “thank you” to our retiring board members for their tireless service to NOMMA.
Supplier Director, **Dave Filippi**, FABCAD Inc., White Stone, VA
Immediate Past President, **Max Hains**, Mofab Inc., Anderson, IN
ACCOUNTANTS’ REVIEW REPORT

To the Board of Directors of
National Ornamental & Miscellaneous Metals
Association, Inc.

We have reviewed the accompanying consolidated financial statements of National Ornamental & Miscellaneous Metals Association, Inc. (“the Association”) and affiliate which comprise the consolidated statement of financial position as of June 30, 2019, and the related consolidated statement of activities, consolidated statement of functional expenses, and cash flows for the year then ended, and the related notes to the financial statements. A review includes primarily applying analytical procedures to management’s financial data and making inquiries of entity management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

Management’s Responsibility for the Financial Statements
Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Accountants’ Responsibility
Our responsibility is to conduct the review engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

Accountant’s Conclusion
Based on our review we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in accordance with accounting principles generally accepted in the United States of America.

Supplementary Information
The 2019 supplementary information included on pages 11 through 14 are presented for the purpose of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The supplementary information has been subjected to the review procedures applied in our review of the basic financial statements. We are not aware of any material modifications that should be made to the supplementary information. We have not audited the supplementary information and do not express an opinion on such information.
Report on 2018 Financial Statements and Supplementary Information

The 2018 financial statements were audited by us and we expressed an unmodified opinion on them in our report dated December 3, 2018. In addition the 2018 supplementary information contained on pages 11 through 14 were subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. Our report stated that the information was fairly stated in all material respects in relation to the financial statements as a whole. We have not performed any auditing procedures on either the financial statements of supplementary information since December 3, 2018.

Reed, Quinn & McClure, LLC

Lawrenceville, Georgia

September 26, 2019
<table>
<thead>
<tr>
<th>ASSETS</th>
<th>2019</th>
<th>2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>Current Assets</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash and equivalents</td>
<td>$710,442</td>
<td>$817,207</td>
</tr>
<tr>
<td>Accounts receivable</td>
<td>61,097</td>
<td>10,581</td>
</tr>
<tr>
<td>Donated assets for auction</td>
<td>1,395</td>
<td>-</td>
</tr>
<tr>
<td>Prepaid expense</td>
<td>330</td>
<td>7,008</td>
</tr>
<tr>
<td>Total current assets</td>
<td>773,264</td>
<td>834,796</td>
</tr>
<tr>
<td>Intangibles, net</td>
<td>6,139</td>
<td>8,500</td>
</tr>
<tr>
<td>Total assets</td>
<td>$779,403</td>
<td>$843,296</td>
</tr>
</tbody>
</table>

LIABILITIES AND NET ASSETS

LIABILITIES

<table>
<thead>
<tr>
<th>Current liabilities</th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Accounts payable</td>
<td>$10,646</td>
<td>$133,832</td>
</tr>
<tr>
<td>Accrued liabilities</td>
<td>2,277</td>
<td>161</td>
</tr>
<tr>
<td>Deferred revenue</td>
<td>166,105</td>
<td>162,019</td>
</tr>
<tr>
<td>Total current liabilities</td>
<td>179,028</td>
<td>296,012</td>
</tr>
</tbody>
</table>

NET ASSETS

| Net assets without restrictions            | 597,030  | 544,939  |
| Net assets with restrictions               | 3,345    | 2,345    |
| Total net assets                           | 600,375  | 547,284  |
| Total liabilities and net assets           | $779,403 | $843,296 |

See Accountants' Review Report.
The accompanying notes are an integral part of these financial statements.
## National Ornamental & Miscellaneous Metals Association, Inc.

### Consolidated Statements of Activities

**For the Years Ended June 30, 2019 and 2018**

### Revenue and Support

<table>
<thead>
<tr>
<th></th>
<th>Without Restrictions</th>
<th>With Restrictions</th>
<th>Total</th>
<th>Without Restrictions</th>
<th>With Restrictions</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Membership dues</strong></td>
<td>$259,137</td>
<td>$259,137</td>
<td>$239,623</td>
<td>$239,623</td>
<td>$239,623</td>
<td></td>
</tr>
<tr>
<td>Fabricator magazine advertising</td>
<td>21,536</td>
<td>-</td>
<td>107,447</td>
<td>-</td>
<td>107,447</td>
<td></td>
</tr>
<tr>
<td>Convention and trade show (MetalFab)</td>
<td>221,029</td>
<td>221,029</td>
<td>186,340</td>
<td></td>
<td>186,340</td>
<td></td>
</tr>
<tr>
<td>Special event, net of expense</td>
<td>54,361</td>
<td>-</td>
<td>36,176</td>
<td>-</td>
<td>36,176</td>
<td></td>
</tr>
<tr>
<td>Contributions</td>
<td>17,950</td>
<td>2,000</td>
<td>13,061</td>
<td>1,000</td>
<td>14,061</td>
<td></td>
</tr>
<tr>
<td>Continuing education</td>
<td>7,550</td>
<td>-</td>
<td>564</td>
<td>-</td>
<td>564</td>
<td></td>
</tr>
<tr>
<td>Supplier directory advertising and sales</td>
<td>16,632</td>
<td>-</td>
<td>16,561</td>
<td></td>
<td>16,561</td>
<td></td>
</tr>
<tr>
<td>Membership revenues</td>
<td>-</td>
<td>-</td>
<td>564</td>
<td>-</td>
<td>564</td>
<td></td>
</tr>
<tr>
<td>Sponsorship</td>
<td>2,250</td>
<td>-</td>
<td>2,250</td>
<td></td>
<td>2,250</td>
<td></td>
</tr>
<tr>
<td>Subscription revenue</td>
<td>423</td>
<td>-</td>
<td>588</td>
<td>-</td>
<td>588</td>
<td></td>
</tr>
<tr>
<td>Interest and other income</td>
<td>285</td>
<td>-</td>
<td>2,096</td>
<td>-</td>
<td>2,096</td>
<td></td>
</tr>
<tr>
<td><strong>Total revenue and support</strong></td>
<td>$601,153</td>
<td>2,000</td>
<td>$603,153</td>
<td>$602,456</td>
<td>1,000</td>
<td>$603,456</td>
</tr>
<tr>
<td>Released from restrictions</td>
<td>1,000</td>
<td>-</td>
<td>1,000</td>
<td>(1,000)</td>
<td>-</td>
<td>-</td>
</tr>
</tbody>
</table>

### Expenses

**Program services**

<table>
<thead>
<tr>
<th>Service</th>
<th>Without Restrictions</th>
<th>With Restrictions</th>
<th>Total</th>
<th>Without Restrictions</th>
<th>With Restrictions</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>MetalFab convention and trade show</td>
<td>233,901</td>
<td>-</td>
<td>233,901</td>
<td></td>
<td>239,352</td>
<td></td>
</tr>
<tr>
<td>Fabricator magazine</td>
<td>14,250</td>
<td>-</td>
<td>118,069</td>
<td>-</td>
<td>118,069</td>
<td></td>
</tr>
<tr>
<td>Member services</td>
<td>137,383</td>
<td>-</td>
<td>95,697</td>
<td>-</td>
<td>95,697</td>
<td></td>
</tr>
<tr>
<td>Education programs</td>
<td>25,985</td>
<td>-</td>
<td>46,752</td>
<td>-</td>
<td>46,752</td>
<td></td>
</tr>
<tr>
<td><strong>Total program expenses</strong></td>
<td>411,519</td>
<td>-</td>
<td>499,870</td>
<td></td>
<td>499,870</td>
<td></td>
</tr>
<tr>
<td><strong>General and administrative</strong></td>
<td>127,221</td>
<td>-</td>
<td>124,383</td>
<td>-</td>
<td>124,383</td>
<td></td>
</tr>
<tr>
<td><strong>Fundraising</strong></td>
<td>11,322</td>
<td>-</td>
<td>15,845</td>
<td>-</td>
<td>15,845</td>
<td></td>
</tr>
<tr>
<td><strong>Total expenses</strong></td>
<td>550,062</td>
<td>-</td>
<td>640,098</td>
<td></td>
<td>640,098</td>
<td></td>
</tr>
</tbody>
</table>

### Change in Net Assets

<table>
<thead>
<tr>
<th>Year</th>
<th>Without Restrictions</th>
<th>With Restrictions</th>
<th>Total</th>
<th>Without Restrictions</th>
<th>With Restrictions</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>2019</strong></td>
<td>52,091</td>
<td>1,000</td>
<td>53,091</td>
<td>(36,642)</td>
<td></td>
<td>(36,642)</td>
</tr>
<tr>
<td><strong>Total expenses</strong></td>
<td>544,939</td>
<td>2,345</td>
<td>547,284</td>
<td>581,581</td>
<td>2,345</td>
<td>583,926</td>
</tr>
<tr>
<td><strong>Net assets - end of year</strong></td>
<td>$597,030</td>
<td>$3,345</td>
<td>$600,375</td>
<td>$544,939</td>
<td>$2,345</td>
<td>$547,284</td>
</tr>
</tbody>
</table>

See Accountants’ Review Report.

The accompanying notes are an integral part of these financial statements.