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, 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. 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 directors and one Supplier|Industry Partner member director will be up for reelection each year.

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 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.

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 Supplier|Industry Partner member Directors, and
one chapter representative. In addition, the **Executive Director**, 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. **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 directors and one supplier/industry 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**, 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** 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**. 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** 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** 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**, 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** may serve without vote as an ex officio member of the board of directors, the executive committee, and the nominating committee. The **Executive Director**
**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.