

AS AMENDED,
Approved Nov. 28th, 2000.

CONSTITUTION

NEW JERSEY GLASS AND METAL
CONTRACTORS ASSOCIATION, INC.

ARTICLE I

NAME

Section 1.

The name of this organization shall be **NEW JERSEY GLASS AND METAL CONTRACTORS ASSOCIATION, INC.**, a/k/a NJ Glass & Metal Contractors Assoc., hereinafter referred to as "the Association".

ARTICLE II

PURPOSES

Section 1.

To conduct, operate, and maintain a trade association composed of firms engaged in the fabrication and installation of glass and metal systems for building construction within the State of New Jersey.

Section 2.

To encourage a spirit of cooperation and friendliness among its members; to favorably impress the public and to promote the welfare and public acceptance of the industry.

Section 3.

To take positive steps to protect the industry against imposition, injustice, and encroachments by other industries by the gathering and dissemination of information of interest and

usefulness and by other lawful means, and generally to discourage unfair methods of competition and trade practices.

Section 4.

To cooperate in the passage of just and reasonable laws, ordinances, and regulations affecting the installation of glass and metal systems in the State of New Jersey; provided, however, such cooperation shall not affect the Association's qualification or standing as a tax-exempt entity according to the requirements of the Internal Revenue Code.

Section 5.

To join and participate in the activities of any national organization having the same or similar aims.

Section 6.

To organize and engage in such activities as research and public education for the benefit of its members; to secure and disseminate to the members specialized information necessary to the efficient operation of their businesses; and to carry on such other lawful activities as may become desirable for the better protection of the industry and the membership.

Section 7.

To promote sound labor relations on the basis of the cooperation of labor and management in the public interest.

Section 8.

To be the bargaining agent and contracting party, where members have delegated their bargaining rights to the Association,

to any agreements made between labor and management involving the members of this Association and their employees, including, but not limited to, glaziers and iron workers in accordance with Article IX.

ARTICLE III

MEMBERSHIP

Section 1.

The Membership of the Association shall consist of firms of good repute who shall have been in business for not less than one year, the majority of whose overall business in the 12 months immediately prior to application for membership has been conducted specifically in the fabrication and/or installation of glass and metal building systems. Such members may be referred to as "regular members" or "contractor members".

Section 2.

Application for membership shall be made in the form prescribed by the Board of Directors (the term "Board of Trustees" used herein or in the Certificate of Incorporation of the Association shall mean and be interchangeable with "Board of Directors") disclosing such information as the Board deems appropriate. The application shall be signed on behalf of the firm by a principal thereof and shall include the express agreement of the firm and the individual signatory to abide by the Constitution, By-Laws, rules, regulations, and resolutions of the Association as they may be amended from time to time, including all dues, fines,

assessments, and other financial obligations, and the agreement to observe and be bound by any and all agreements entered into by the Association on behalf of its members.

Section 3.

The Board of Directors, by a majority of those voting, shall have the authority to accept members into the Association, taking into consideration but not being bound by the recommendation of the Membership Committee which shall investigate applications before being submitted to the Board.

Section 4.

In order to remain a member of the Association, the firm must continue to meet the eligibility requirements for membership set forth above. The Board of Directors shall have the right, after a hearing, to terminate the membership of any firm which fails to continue to meet the eligibility requirements.

Section 5.

In the event a member sells, transfers, or otherwise disposes of his business, membership in the Association may be transferred to the new ownership subject to the submission of a new application for membership, satisfaction of the eligibility requirements applied to the new ownership, and acceptance by the Board of Directors.

Section 6.

In the event a member changes the name of his firm, such change of name must be reported in writing to the Board of

Directors for notification purposes only but shall not require the submission of a new membership application form.

Section 7.

In the event a member changes in any significant manner the structure, composition, majority ownership, identity, way, or place of doing business of the original firm admitted to membership, such information must be reported in writing to the Board of Directors for a determination as to whether the firm remains qualified for membership.

Section 8.

A firm's membership in the Association may be terminated in either of the following manners:

(a) Any member whose annual and supplementary dues, assessments, and other monies which may be due the Association are paid in full may resign from the Association at any time; except that no member may tender his resignation nor will the Board accept same when the Association is engaged in collective bargaining or within the ninety (90) day period prior to the expiration of any collective bargaining agreement to which the Association is signatory, where the member has delegated his bargaining rights to the Association.

Resignations must be presented in writing to the Board of Directors at least thirty (30) days prior to the firm's intended date of resignation, and the Board shall act upon such notification of intention to resign at the first meeting following receipt

thereof. No resignation "in good standing" shall be accepted if the member is indebted to the Association.

(b) Any member may be terminated from membership in the Association by the Board of Directors for the reason that: the member failed to maintain its eligibility or membership; the member engaged in or threatened to engage in conduct injurious to the good order, welfare, interests, or character of the Association or tending to discredit the Association; the member failed to make timely payment of any dues, assessments, or other financial obligations imposed by the Association; the member failed to abide by the Constitution, By-Laws, rules, regulations, or resolutions of the Association or any agreements entered into by the Association on behalf of its members.

(c) Termination of a firm's membership by the Board of Directors shall be by a two-thirds vote of the Board.

(d) Not less than ten (10) days' written notice shall be given to such member of the proposed termination of its membership, and such member shall be given the opportunity to be heard by the Board at all meetings at which the question of its termination is to be voted upon.

(e) Dues, assessments, or other financial obligations imposed by the Association and not paid within ninety (90) days of their due date shall subject the member to termination of its membership without the right to a hearing or a two-thirds vote of the Board. In the event a member is terminated for such failure to

pay dues and subsequently seeks readmission to membership, a readmission fee in an amount determined by the Board of Directors shall be charged. The Board shall have the right, by resolution, to modify this termination provision to cause automatic termination without Board action.

(f) The termination of a firm from membership by any procedure heretofore listed, whether voluntary, Board-imposed, or automatic, shall not relieve the member of its liabilities and obligations to the Association, including fees, fines, and assessments as are owing or accrued as of the date of such termination, and such termination shall be in addition to any other rights or remedies which the Association may have as against the member.

Section 9.

Associate Membership (referred to as "associate members" or "associates") shall be available, at such time as the Board of directors determines to implement such class of membership, to any person or firm engaged in selling products or services to the glass and metal fabrication and installation industry. Such firm shall be charged an initiation fee and annual dues in such amounts as shall be determined by the Board of Directors and shall have such participatory privileges in membership meetings and activities as shall be approved by the Board of Directors, but shall not participate in Association elections, vote at meetings, or be eligible to become Association officers or directors.

Section 10.

Honorary Membership may be awarded by a three-quarters vote of the membership upon the recommendation of the Board of Directors to any individual who has rendered outstanding service to the Association or to the glass and metal fabrication and installation industry. Honorary members shall not be entitled to vote, hold office, or have any other rights of membership, nor shall they be subject to the payment of any dues or other financial obligations to the Association.

ARTICLE IV

BOARD OF DIRECTORS

Section 1.

The management of the business, affairs, and policies of the Association shall be vested in the Board of Directors which, in addition to all other powers and authorities, shall have the right to act for and in the name of the Association, subject only to the limitations in this Constitution and By-Laws. The Board of Directors shall be charged with the responsibility of fulfilling the purposes and policies of the Association and shall be empowered to make such rules and regulations as it deems necessary and proper to accomplish the purposes of the Association.

Section 2.

The Board of Directors shall consist of a minimum of five (5) and a maximum of seven (7) individuals, each of whom shall be an officer or principal of a member firm in good standing, which firm shall have its principal place of business in the State of New Jersey. If more than one individual from any member firm shall serve as a Board member at any one time, only one vote shall be allowed between those Board members.

Section 3.

The members of the Board of Directors shall be elected for terms of three years and shall take office on April 1st, or when their successors are duly elected and qualified.

Section 4.

The members of the Board of Directors shall be elected by plurality vote of the membership, with each member of the Association in good standing having one vote for each vacancy on the Board.

Section 5.

In the event of a vacancy on the Board of Directors by reason of death, disability, resignation, removal from office, termination of the firm's membership, or otherwise, such vacancy shall be filled for its unexpired term by a majority vote of the remaining members of the Board at the first meeting of the Board following the occurrence of the vacancy.

Any member of the Board of Directors may be removed for cause by a vote of not less than two thirds of the Board of Directors. Not less than five days' written notice shall be given to such Board member of the proposed removal, and such member shall be given the opportunity to be heard by the Board at the meeting at which the question of the removal is to be voted on. Failure of a member of the Board to attend three consecutive regular or special meetings of the Board without valid excuse acceptable to the Board, may, in the discretion of the Board, constitute cause for removal.

ARTICLE V

OFFICERS

Section 1.

The officers of the Association shall be President, Vice President, Treasurer, and Secretary.

Section 2.

Officers shall be elected by the Board of Directors from among the members of the Board of Directors at the Annual Meeting of the membership in April of each year.

Section 3.

Officers shall be elected for one year terms of office, commencing at the Annual Meeting of the membership in April and continuing until the following Annual Meeting of the membership or until their respective successors are elected.

Section 4.

In the event of a vacancy of any office by reason of death, disability, resignation, removal from office, termination of the firm's membership, or otherwise, such vacancy shall be filled by appointment by the Board of Directors at the first meeting of the Board following the occurrence of the vacancy.

Section 5.

Any officer may be removed for cause by a vote of not less than two thirds of the Board of Directors. Not less than ten days' written notice shall be given to such Officer of the proposed removal, and such Officer shall be given the opportunity to be heard by the Board at the meeting at which the question of his removal is to be voted upon. Any Officer removed from office shall also automatically be removed as a member of the Board of Directors.

ARTICLE VI

STAFF

Section 1.

The staff employees of the Association shall be classified as Executive, including the Executive Director and other key administrative employees; Clerical, including secretarial, bookkeeping, and other clerical employees; and Service, including attorneys, accountants, and other professionals who serve the Association on a part-time or retainer basis.

Section 2.

The Executive Director, if the Board determines to engage such a person, in their discretion, shall be the Association's chief operating officer, managing its day-to-day affairs, implementing its policies, overseeing its activities, and performing other such functions as are assigned by the Board of Directors, as more particularly set forth in the engagement contract.

Section 3.

The Executive Director shall be employed by, and his employment may be terminated by, the Board of Directors. He shall be responsible to and answerable to the Board of Directors through the office of the President.

Section 4.

The Executive Director shall employ and terminate the employment of all Clerical and Service Staff and may terminate Executive Staff with the approval of the Board of Directors. The compensation and number of all staff personnel shall be within the annual budget and all salaries and/or other forms of compensation shall be annually reviewed and approved by the Board of Directors.

Section 5.

The Executive Director shall attend all meetings of the Association and all meetings where the Association is represented unless deemed unnecessary by the Board of Directors.

ARTICLE VII
AFFILIATED ASSOCIATIONS

Section 1.

The Association may affiliate or disaffiliate with any organization(s) having similar or related purposes, provided that such action is approved by a two-thirds vote of the Board of Directors present and voting and ratified by a two-thirds vote of the membership present and voting. The notice for such meetings of the Board and membership shall state the nature of the proposed affiliation or disaffiliation.

ARTICLE VIII
DISCIPLINARY ACTION

Section 1.

Adherence by each member, including its principals, to the terms and conditions of this Constitution, By-Laws, rules, regulations, and resolutions of the Association and the agreements to which it is a party are essential to the good order and functioning of the Association. The Board of Directors is empowered in its discretion and after providing a member with the opportunity to be heard, to impose such disciplinary action, including, without limitation, to levy fines against a member, to censure a member, or terminate a member from membership, to order a member to take action, or cease or refrain from taking action, or

otherwise, as the Board may deem appropriate. Each member shall be bound by and comply with any disciplinary action imposed by the Board. The Association, in addition to any other rights or remedies it may have, shall have the right to enforce any discipline in any lawful manner, including, without limitation, obtaining relief through the courts by money judgment, injunction, temporary and permanent restraining orders, and otherwise as may be deemed appropriate.

ARTICLE IX

AGREEMENTS WITH LABOR ORGANIZATIONS

Section 1.

The designation of the Association as the bargaining agent for each member shall expire, with respect to each labor agreement, 90 days before the expiration of such collective bargaining agreement and must be renewed by a new written designation and delegation of bargaining rights by each member who will be bound by renewal negotiation and a collective bargaining agreement.

Section 2.

Collective bargaining agreements between the Association and labor organizations must be approved by the Board of Directors and shall be subject to ratification by a majority vote of the members attending any regular or special meeting of the membership who have designated the Association as their bargaining agent, the notice of which meetings shall specify that ratification of the

collective bargaining agreement is to be considered at the meeting.

ARTICLE X

VOTING

Section 1.

Unless otherwise herein stated, a majority vote of those voting at any Board, Membership, or other meeting is necessary to carry any and all motions.

ARTICLE XI

AMENDMENTS TO CONSTITUTION

Section 1.

This Constitution may be amended in whole or in part at any regular or special meeting of the membership by a three-quarters vote of the members present and voting, provided that the notice for such meeting shall state the nature of the proposed amendment. Amendments to this Constitution may be proposed in writing to the Secretary of the Association by any two members and shall require the approval of any six members present at a membership meeting prior to being submitted to the membership for formal vote at the next membership meeting.

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