



The Ohio Steel Association
Build with Steel

CONSTITUTION
AND
BY-LAWS
of the
OHIO STRUCTURAL STEEL &
ARCHITECTURAL METALS
***“ASSOCIATION”*, INC.**
(THE OHIO STEEL *“ASSOCIATION”*)
(OSA)

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OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS

Contents

CONSTITUTION	1
BY-LAWS	1
ARTICLE I – NAME, PURPOSE AND DEFINITIONS	4
1. NAME OF “ASSOCIATION”	4
2. PURPOSE	4
3. DEFINITIONS	5
ARTICLE II – MEMBERSHIP	5
1. MEMBERSHIP CATEGORIES	5
2. QUALIFICATIONS.....	5
3. ADMISSION TO MEMBERSHIP	6
4. VOLUNTARY WITHDRAWAL	6
5. CODE OF CONDUCT	7
6. SUSPENSION AND EXPULSION	7
7. DISQUALIFICATION AND TRANSFERS.....	7
8. DUES, ASSESSMENTS AND FEES	8
ARTICLE III – MEETING OF MEMBERS.....	8
1. ANNUAL MEETING	8
2. REGULAR MEETINGS	8
3. SPECIAL MEETINGS.....	8
4. FISCAL YEAR.....	8
5. VOTING.....	9
6. QUORUM.....	9
ARTICLE IV – BOARD OF DIRECTORS.....	9
1. NOMINATING AND ELECTION OF THE BOARD OF DIRECTORS	9
2. ELIGIBILITY	9
3. REMOVAL OF “BOARD” DIRECTORS	9
4. RESIGNATIONS.....	10
5. VACANCIES	10
6. ANNUAL AND REGULAR MEETINGS	10
7. VOTING	10
8. QUORUM	10
ARTICLE V - OFFICERS.....	10

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

1. OFFICERS	11
2. DUTIES OF THE PRESIDENT	11
3. DUTIES OF THE VICE PRESIDENT	11
4. DUTIES OF THE TREASURER	11
5. POWERS AND DUTIES OF THE SECRETARY	11
6. PAST PRESIDENTS	11
7. COMPENSATION	12
8. RESIGNATION	12
9. VACANCIES	12
ARTICLE VI – EXECUTIVE DIRECTOR	12
1. RESPONSIBILITIES	12
ARTICLE VII - COMMITTEES	13
1. COMMITTEES	13
ARTICLE VIII - AMENDMENTS	13
1. AMENDMENTS OF BY-LAWS	13
ARTICLE IX – “ASSOCIATION” PROPERTY	13
1. COPYRIGHT	13
2. AUTHORIZED SIGNATURE AND SPENDING FUNDS	13
3. MISCELLANEOUS	13
ARTICLE X - INDEMNIFICATION	14
1. INDEMNIFICATION	14

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

ARTICLE I – NAME, PURPOSE AND DEFINITIONS

1. NAME OF “ASSOCIATION”

1.1. The name of this “*Association*” shall be the OHIO STRUCTURAL STEEL and ARCHITECTURAL METALS “*ASSOCIATION*”, INC., dba OHIO STEEL “*ASSOCIATION*” (OSA).

2. PURPOSE

2.1. The objects and purposes for which this organization is formed are:

- 2.1.1. To promote and expand the use of structural steel and architectural metal products as a building material in the State of Ohio.
- 2.1.2. To promote and expand the use of structural steel and architectural metal products as a building material in the State of Ohio.
- 2.1.3. To bring into closer touch those persons with an interest in the use of structural steel and architectural metal products as a construction material.
- 2.1.4. To disseminate accurate and reliable information concerning technical developments, construction techniques, and general business conditions in the structural steel and architectural metal products construction industry.
- 2.1.5. To encourage continuing development of and adherence to appropriate standards of safety and quality in all the activities relating to the design, procurement, fabrication, erection, and maintenance of steel structures and architectural metal products.
- 2.1.6. To work cooperatively and harmoniously with the American Institute of Steel Construction, Inc. (A.I.S.C.) and other industry groups, trade “*Association*”s, corporations and individuals whose objects and purposes are consistent with the objects and purposes of the “*Association*”.
- 2.1.7. To discuss better methods of design, shop practice and erection of structural steel, and architectural metal products, and to foster free and open competition between members, and to meet and discuss matters of interest to the fabricating industry without entering into any agreement, combination, or joint effort that can be construed, under any circumstances, as an illegal restraint on free and open competition.
- 2.1.8. Generally, to perform any act appertaining to the industry not in conflict with the laws of the United States or any other State thereof as the same apply to “*Association*”s not formed for profit, it being expressly understood that this organization is not formed for profit, but solely for the carrying out of the objects and purposes above named.

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

3. DEFINITIONS

- 3.1. “*Association*” shall mean Ohio Structural Steel and Architectural Metals “*Association*”, Inc.
- 3.2. “*Regular Meeting*” shall mean any meeting of the members of the “*Association*” at which a quorum is present.
- 3.3. “*Board*” shall mean the “*Board*” of Directors of the “*Association*”.

ARTICLE II – MEMBERSHIP

1. MEMBERSHIP CATEGORIES

- 1.1. There are five membership categories of the “*Association*”
- 1.1.1. Fabricator Members
 - 1.1.2. Out of State Fabricator Members
 - 1.1.3. Associate Members
 - 1.1.4. Professional Members
 - 1.1.5. Honorary Members
- 1.2. Membership Category is determined by the “*Board*” and may be changed if the “*Board*” determines that a Member Company no longer meets the criteria of their current type.

2. QUALIFICATIONS

2.1. FABRICATOR MEMBER

- 2.1.1. A firm or corporation currently engaged in the fabrication of structural steel or architectural metal products. Firm must have a majority interest or is engaged in the fabrication of structural steel or architectural metal products.
- 2.1.2. A Fabricator Member must have a fabrication facility in the State of Ohio.

2.2. OUT OF STATE FABRICATOR MEMBERS

- 2.2.1. A firm or corporation currently engaged in the fabrication of structural steel or architectural metal products who does not have a fabrication facility in the state of Ohio. Firm must have a majority interest or is engaged in the fabrication of structural steel or architectural metal products.

2.3. ASSOCIATE MEMBERS

- 2.3.1. A firm or corporation engaged in the manufacture of products, equipment, machinery or other facilities generally used in the fabrication of structural steel or architectural metal products.

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

2.3.2. A firm or corporation engaged in the production and sale of the plain material used in the fabrication of structural steel or architectural metal products.

2.3.3. A firm or corporation, as determined by the “*Board*”, that would contribute to the general improvement of the business of managing, detailing, fabricating, selling and erecting of structural steel and metal products.

2.4 PROFESSIONAL MEMBER

2.4.1 Any member or firm who at the time shall be engaged in practice as an architect, engineer or who shall be engaged in teaching any of these professions in a recognized college or university shall be eligible to be admitted as a Professional Member of the “*Association*” in the manner hereinafter provided in Section 3.A of this Article II, provided that any firm making an application for Professional Membership shall have as one or more of its principals an individual engaged in practice as an architect or engineer.

2.5 HONORARY MEMBERS

2.5.1 Any person as determined by the “*Board*” may be admitted to Honorary Membership in the “*Association*”.

3. ADMISSION TO MEMBERSHIP

3.1. Request for Fabricator Membership, Associate Membership, Professional Membership, and Out of State Fabricator Membership shall be submitted, on the current “*Board*” approved application to the “*Board*”.

3.2. Upon receipt of an application for membership, the “*Board*” shall confirm the applicant’s membership type. The “*Board*” reserves the right to modify the applicant’s membership type prior to approving the application.

3.3. Final action will be taken on approving or rejecting the application in question at the next “*Board*” Meeting where a quorum is present.

3.4. The “*Board*” may grant Honorary Membership to a current or former representative of a member company. Nominations for Honorary Membership shall be presented to the “*Board*” either verbally or in writing. Such candidate may be admitted to Honorary Membership by a unanimous vote of the “*Board*”.

3.5. Promptly upon the adoption of any resolution or resolutions admitting any person, firm, or corporation to any one of the five classes of membership in the “*Association*”, the “*Board*” shall notify such person, firm, or corporation of admission to membership in the “*Association*”.

4. VOLUNTARY WITHDRAWAL

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

4.1. Any member of the “*Association*” may withdraw their membership in the “*Association*” in a written notice sent to the Executive Director.

5. CODE OF CONDUCT

5.1. All members of the “*Association*” shall:

- 5.1.1. Conduct themselves in a professional and respectful manner at all times, including during meetings, events, communications, and interactions with other members, partners, and the public.
- 5.1.2. Comply with all applicable laws, regulations, and policies of the “*Association*”.
- 5.1.3. Avoid conflicts of interest and disclose any potential conflicts to the “*Board*” of Directors in a timely manner.
- 5.1.4. Not engage in harassment, discrimination, or any conduct that could harm the reputation or integrity of the “*Association*”.

6. SUSPENSION AND EXPULSION

6.1. The membership in the “*Association*” of a member thereof may be suspended or a member may be expelled from membership therein:

- 6.1.1. For nonpayment of dues and/or assessments, by the affirmative vote of the majority of the “*Board*” Directors present at any regular or special meeting of the “*Board*” of Directors, a quorum being present.
- 6.1.2. For action(s) deemed inappropriate by Law, action(s) in violation of the most recent adopted By-Laws and/or any other action(s) deemed inappropriate by the “*Board*” of Directors. Expulsion for such must be a majority plus one vote by the “*Board*” Directors present at any regular or special meeting of the “*Board*” of Directors, provided a quorum is present.

6.2 The president will issue a letter notifying the Member and/or the individual representing the Member firm of suspensions or expulsion.

6.3 Any person, firm, or corporation who shall have been expelled from membership may again be admitted to membership in the “*Association*” in the manner provided in Section 3 of this Article II.

7. DISQUALIFICATION AND TRANSFERS

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

7.1. Any member who fails to maintain the same qualifications as those required for his or her election, of the class to which he or she shall have been elected, and who shall not be eligible for a transfer to another class of membership, shall cease to be a member of the “*Association*”. Upon receipt of evidence of a member’s failure to maintain the qualifications of the class of member to which he or she shall have been elected, the “*Board*” of Directors at any regular or special meeting thereof, a quorum being present, may adopt a resolution or resolutions disqualifying such member or transferring him or her to another class to which he or she shall be qualified, as the case may be, by the affirmative vote by the majority of the “*Board*” Directors present at such meeting.

8. DUES, ASSESSMENTS AND FEES

8.1. Annual dues shall be assessed each member and shall be payable in advance, with no provision for prorated first year dues for new members. The fee amount for annual dues shall be determined annually by the “*Board*” of Directors. Any member who becomes ninety (90) days past due in payment of annual dues may be expelled by a majority vote of the “*Board*” of Directors.

8.2. Honorary Members shall be granted Lifetime Membership to the Organization without any Dues or Assessments. Fees for special events shall be the responsibility of the Honorary Member.

ARTICLE III – MEETING OF MEMBERS

1. ANNUAL MEETING

1.1. The Annual Members Meeting of the “*Association*” shall be held at the first meeting of the year.

1.2. The date, time and location of such meeting to be determined by the “*Board*” Directors with notice presented to the general membership.

2. REGULAR MEETINGS

2.1. All Regular meetings shall be scheduled by the “*Board*”.

2.2. The date, time and location of meetings to be determined by the “*Board*” Directors with notice presented to the general membership.

3. SPECIAL MEETINGS

3.1 Special meetings of the members may be called by the President.

3.2 A (14) day notice is required prior to the Special meeting.

4. FISCAL YEAR

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

4.1 The fiscal year of the “*Association*” shall follow the calendar year.

5. VOTING

5.1. A Fabricator Member shall be entitled to cast one vote.

5.2. All voting matters shall be decided by a majority vote by the Fabricator members when a quorum is established.

6. QUORUM

6.1 Fabricator Members present at any Annual, Regular, or Special Meetings, shall constitute a quorum of the membership.

ARTICLE IV – BOARD OF DIRECTORS

1. NOMINATING AND ELECTION OF THE BOARD OF DIRECTORS

1.1. The Board of Directors shall nominate qualified members to serve on the Board of Directors.

1.2. Fabricator Members shall vote to approve the nominations made by the Board of Directors at the Annual Meeting.

2. ELIGIBILITY

2.1. The business and all activities of the “*Association*” shall be managed by a Board of Directors, each of whom shall be an employee of a qualifying member company. The Board of Directors shall consist of no more than nine (9) members, who shall be elected for a three (3) year term at an Annual Meeting of the “*Association*” and shall serve until their successors are elected and qualified or the maximum consecutive term limit is met.

2.2. A minimum of eight (8) “*Board*” seats are to be filled by a Fabricator Member. One “*Board*” seat may be filled by a Fabricator Member or an Associate Member. An Associate Member occupying a “*Board*” seat will be granted full voting rights for issues voted on by the “*Board*” and by the general assembly of members.

2.3. Terms served by “*Board*” Directors shall be staggered so that one-third of the “*Board*” seats are voted on each year.

2.4. Each “*Board*” seat holds a three (3) year minimum term.

2.5. A maximum of two individuals from the same Fabricator Member company/firm may serve as a “*Board*” Director simultaneously.

3. REMOVAL OF “BOARD” DIRECTORS

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

3.1. A member of the “*Board*” of Directors may be removed with or without cause by unanimous vote by the remaining “*Board*” members. An appointed representative of the “*Board*” shall notify the removed “*Board*” member in writing within 14 days of the “*Board*”’s decision.

4. RESIGNATIONS

4.1. Any “*Board*” Director may resign at any time by giving written notice of his resignation to the Secretary, who shall convey it to the “*Board*”. Such resignation shall take effect at the time specified in such notice, and acceptance of such resignation shall not be necessary in order to make it effective.

5. VACANCIES

5.1. Any vacancy on the “*Board*” of Directors may be filled by a majority vote of the remaining members of the “*Board*” for the unexpired period.

5.2. Only eligible members, as defined in Article IV, Section 1, may be appointed to fill a “*Board*” Seat. Immediate Past President and Past Presidents not serving on the “*Board*” at the time are eligible for appointment.

6. ANNUAL AND REGULAR MEETINGS

6.1. The “*Board*” will hold an “Annual Meeting of the “*Board*” of Directors” prior to the Annual Meeting of the members.

6.2. The “*Board*” may hold additional meetings as necessary to handle the business of the “*Association*”. These meetings may be virtual.

7. VOTING

7.1. Each individual “*Board*” Director shall be entitled to cast one vote for all matters voted on by the “*Board*”.

7.2. A quorum must be present to conduct a vote. The vote of a majority of the directors present at a meeting, at which a quorum is present, shall be the act of the “*Board*” of Directors, unless a greater number is required by statute.

8. QUORUM

8.1. A majority of the “*Board*” of Directors (“*Board*” seats occupied at that time) shall constitute a quorum for transaction of business, but a lesser number may meet and propose resolution, which shall become binding when assented to by a majority of the “*Board*” Members at a subsequent meeting.

ARTICLE V - OFFICERS

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

1. OFFICERS

- 1.1. The Officers of the “*Association*” consisting of President, Vice President and Secretary/Treasurer, shall be elected by the “*Board*” from among its own members, and shall serve for a period of one (1) year, or until their successors are elected and qualified, with the understanding of a customary office holding a period of four (4) consecutive one-year terms per office.
- 1.2. Officer positions shall be held by Fabricator “*Board*” members.
- 1.3. Two individuals from the same member company serving simultaneously as a “*Board*” of Director, may not serve as a “*Board*” Officer simultaneously.

2. DUTIES OF THE PRESIDENT

- 1.1. The President shall preside at all meetings of the Members and of the “*Board*” of Directors. The president shall be the principal executive officer of the “*Association*”, subject to the control of the “*Board*”. He shall perform all such duties as are usually performed by such officer.

3. DUTIES OF THE VICE PRESIDENT

- 3.1. In the absence of the President, the Vice President shall assume all duties of the President.

4. DUTIES OF THE TREASURER

- 4.1. Be custodian of all funds and securities of the “*Association*” and shall receive and expend them upon the order of the “*Board*”.
- 4.2. The Treasurer is responsible to oversee all financial funds of the “*Association*”.
- 4.3. Treasurer to present a summary status of the accounts at each member meeting. The Treasurer shall present the account activity to the “*Board*” of Directors at the “*Board*” meeting.

5. POWERS AND DUTIES OF THE SECRETARY

- 5.1. The Secretary shall perform all duties incident to the office of Secretary, subject to the direction of the “*Board*”. At the direction of the “*Board*”, this duty may be performed by the Executive Director as outlined in Article VI.

6. PAST PRESIDENTS

- 6.1. The immediate past president, who is no longer serving as an elected “*Board*” member, may be invited to attend all meetings of the members and of the “*Board*”.
- 6.2. The “*Board*””, by majority vote, may grant past presidents Ex-Officio status to serve as an advisory member to the “*Board*”. An Ex-Officio “*Board*” member is eligible to attend “*Board*” meetings. Ex-Officio status does not have voting power. The “*Board*” of directors

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

may remove Ex-Officio status from an individual at any time by a majority vote and Ex-Officio status is automatically removed if Ex-Officio is re-elected to the “*Board*”.

7. COMPENSATION

7.1. The Officers, “*Board*” Directors and Committee Members shall serve as such without compensation, however the “*Board*” may at its discretion, reimburse any member of the “*Association*” for expenses incurred on behalf of the “*Association*”.

8. RESIGNATION

8.1. Any officer may resign at any time by giving written notice of resignation to the “*Board*”. Such resignation shall take effect at the time specified in such notice. Acceptance of such resignation shall not be necessary in order to make it effective.

9. VACANCIES

9.1. Any vacancy of the executive officers for the “*Board*” may be filled by the remaining members of the “*Board*”, with a majority vote, for the unexpired period.

ARTICLE VI – EXECUTIVE DIRECTOR

1. RESPONSIBILITIES

1.1. The Executive Director shall be the chief administrative officer of the “*Association*”, subject to the direction of the officers and the “*Board*”. The Executive Director shall not be affiliated with any firm which is a member of the “*Association*”. They shall be employed by the “*Association*” and their employment may be terminated at the discretion of the “*Board*” at any time.

1.2. Keep accurate account of all receipts and disbursements and make regular reports at meetings of the “*Board*”.

1.3. Execute all orders and resolutions of the “*Board*”.

1.4. Record and retain the meeting minutes of all meetings.

1.5. Send notices of all meetings and related matters as required by these By-Laws.

1.6. Act as liaison between the members of the “*Association*” and the “*Board*”.

1.7. Be custodian of all records and documents of the “*Association*”.

1.8. Keep a record which shall contain the names and addresses of the members.

1.9. Collect, process and pay bills as approved by the Treasurer.

1.10. Perform, whenever requested to do so by the Treasurer or the “*Board*”, those duties of the Treasurer as defined in Article V, Section 4.

1.11. Perform such other duties as may be assigned from time to time by the “*Board*” or members.

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

ARTICLE VII - COMMITTEES

1. COMMITTEES

- 1.1. The President may establish committees as are deemed necessary.
- 1.2. The President will oversee the appointment of Committee Chairpersons.
- 1.3. The “*Board*” of Directors will establish and monitor the responsibilities of the Committee Chairpersons.
- 1.4. The Chairpersons will report to the “*Board*” of Directors.

ARTICLE VIII - AMENDMENTS

1. AMENDMENTS OF BY-LAWS

- 1.1. These By-Laws may be amended at any regular meeting of the members by a two-thirds super-majority vote of Fabricator members present, provided a quorum exists.

ARTICLE IX – “ASSOCIATION” PROPERTY

1. COPYRIGHT

- 1.1. The “*Association*” claims copyright protection on all its work products. Included are the “*Association*”’s name and designs for logos, letterheads, and other graphic and written work.

2. AUTHORIZED SIGNATURE AND SPENDING FUNDS

- 2.1. At any time, two (2) active “*Board*” of Directors shall have authorization to the funds with the “*Association*”’s financial institution. Authorized “*Board*” members may dually designate and authorize a member of this “*Association*” to make an authorized purchase.
- 2.2. Expenditures to receive prior authorization by either the President, an authorized “*Board*” Director whose name appears on the bank accounts of the “*Association*” or a majority of the “*Board*” of Directors.

3. MISCELLANEOUS

- 3.1. On an annual basis, the “*Board*” of Directors will seek and maintain insurance coverage for this “*Association*” and for the “*Board*” of Directors for the risk associated with doing the business of this “*Association*”. The cost of this insurance is the responsibility of this “*Association*”.

**OHIO STRUCTURAL STEEL & ARCHITECTURAL METALS ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

ARTICLE X - INDEMNIFICATION

1. INDEMNIFICATION

- 1.1. Any director, officer or employee of the “*Association*” may be indemnified by the “*Association*” against all liabilities and reasonable expenses, including attorney’s fees, incurred by or imposed upon them in connection with any claim, action, suit or proceeding to which they may be made a party, or in which they may become involved, by reason of their being or having been a director, officer or employee of the “*Association*”, whether or not they are a director, officer, or employee at the time such liability or expense is incurred provided such person acted in good faith, in what they reasonably believed to be the best interests of the “*Association*”, and in addition, in any criminal proceeding had no reasonable cause to believe that their conduct was unlawful.
- 1.2. The indemnification authorized in Section 1 of this Article shall be made only on approval by the “*Board*” of Directors in its discretion as being for the best interests of the “*Association*” and as being in keeping with its financial capabilities.
- 1.3. The foregoing right of indemnity shall be in addition to or not exclusive of all other rights which such director, officer, or employee may be entitled.

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