

# 2019 MSCI Chapter Officers Manual



# MSCI Chapter Officers Manual

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This manual was designed to assist Chapter Officers manage their Chapter and plan programs that encourage member companies to participate in Chapter activities.



# MSCI CHAPTER OFFICERS MANUAL

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# About MSCI

## Chapter One

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### *This Chapter Covers*

MSCI Staff List

Product Division Liaisons

Map of MSCI Chapters

MSCI Chapter Staff Liaison List

Introduction and MSCI Vision

MSCI Mission Statement

Our Value: Networking, Education, Advocacy, Research  
Safety

MSCI Chapter Objectives

2019 Chapter Presidents List

2019 Chapter Legal Counsel List



## MSCI Staff List

### MSCI Headquarters

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For assistance with overall Chapter procedures and management, contact: Rose Manfredini at 847-485-3008

For assistance on educational program development contact:  
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## Map of MSCI Chapters with Corresponding Chapter Staff Liaisons



### MSCI Chapter Staff Liaisons

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# MSCI CHAPTER OFFICERS MANUAL

## Introduction and the MSCI Vision

Since 1909, the Metals Service Center Institute (MSCI) and its predecessors have represented the interests of the metals industry. Our vision is to be the *premier* trade association serving the metals value chain – service centers, producers, distributors and processors. Today’s MSCI is comprised of over 275 member companies, representing all segments of industry leadership.

Membership classes include **Active** metal service centers (carbon and stainless steels, aluminum, copper, brass, etc.), **Associate** producers of ferrous and non-ferrous metals, **Affiliates** that provide products and services such as toll processing, equipment, software and/or consulting to the metals industry, **International**, for metals companies based outside North America and **Associate Trading Organizations** for companies who import metals from non-North American producers.

## Metals Service Center Institute Mission Statement

MSCI's mission is to promote the well-being of the metals service center industry. We offer programs, services and leadership to make our members more competitive and fiscally fit.

## Our Value Platform

MSCI offers its members programs and services designed to build efficiency in their business. *Networking, Education, Advocacy, and Research.*

**Networking** Forums where industry leaders gather to learn and focus on relevant business topics.

**Education** MSCI’s Education Committee is the source of a wide range of industry-specific professional development programs on areas such as sales, operations, management/leadership and product knowledge.

**Advocacy** MSCI works to find the common ground among metals distributors, producers and processors. The Institute has helped to unite interests that are fiercely competitive in everyday commerce behind advocacy initiatives that benefit the entire value chain.

**Research** MSCI proprietary research, most of it available to members only, is the single most authoritative resource on metals shipments, inventories, the market outlook and critically important benchmarking data on all facets of metals and service center businesses.

# Networking

MSCI is committed to more than 30 local chapters and a whole host of national programs with robust business agendas and ample opportunity for cost-effective interaction between suppliers, customers and others. Every MSCI event focuses on vitally important business issues of the day. Our National and product division conferences are packed with expert commentary from industry leaders who know metals, industrial distribution, politics and economy. MSCI encourages the event programming for the local chapters be relevant to the metals industry, current business issues and focus on networking.

## National Conferences

*(Please refer to the website calendar at [www.msci.org](http://www.msci.org) for dates and locations)*

**Annual Meeting:** Held in early May in outstanding locations around the United States and Canada. Attendees are senior business leaders from member companies and their spouses or guests. The multi-day program focuses on major business issues, with top-flight speakers who address market trends, global trade, government policy and other issues. Several social events provide abundant networking opportunities. Spouse/guests are invited to attend.

**Economic Summit:** Held each September in the Chicago area, MSCI gathers together more than 20 top market, product and policy experts for the industry's top economic forecast conference. The conference includes over 14 general and breakout sessions that focus on end-user markets for both the United States and Canada.

**Safety Conference:** Held in the fall, MSCI gathers together over 150 members who have company responsibility for safety within their companies.

## Product Division Conferences

**Aluminum Products Division Conference:** Held every November, this conference is open to MSCI service center, producer and affiliate members engaged in the aluminum marketplace and their spouses or guests. The multi-day program focuses on major business issues, with top-flight speakers who address market trends, global trade, government policy and other issues. Several social events provide abundant networking opportunities. Spouse/guests are invited to attend.

**Carbon Conference:** Held every February, this is a joint conference for MSCI members engaged in the flat rolled, bar and plates & shapes markets. The conference includes several general sessions that include common topics of interest and product-specific breakout sessions for each market niche.

**Tubular Products Division Conference:** Held every January, this conference is designed to meet the interests of member companies engaged in making, stocking, distributing or processing tubular products.

**Specialty Metals Division Conference:** Held every March, this conference meets the interests of member companies engaged in making, distributing or processing stainless steel and alloy products.

*Staff Contact: Rose Manfredini, Vice President, Membership & Events 847/485-3008*

# Education

## Chapter Events

MSCI offers a well-rounded, industry specific curriculum designed to serve employees at every organizational level. Many of the courses listed below can be adapted for use by chapters, or delivered at an employer site as a custom program. Please check the MSCI website often, as new programs are added frequently. Our core programs include:

### Sales

**Service Excellence for the Metals Industry:** Provides fundamental skills training in quality service, people skills, service strategy, a proven quality service process, and measurement.

**Inside Sales Skills:** Raises the performance of the inside sales person with skills and best practices for inbound and outbound sales interactions. It has been especially successful when held in conjunction with an Inside/Outside Dinner event.

**Inside Sales Strategies:** Intended for the more experienced inside sales person, this workshop focuses on growing the business from existing accounts as well as targeting outbound calling efforts to develop new accounts.

**Introduction to Outside Sales:** Improve sales skills, from prospecting and planning to closing and follow-up. This intensive program provides the clear roadmap for rapidly advancing the sale toward success.

**Advanced Selling for Outside Sales:** Developed especially for the metals sales professional who has major account responsibility to help acquire and practice skills in consultative selling, a skill that looks at everything from the customer's point of view.

**Negotiation Selling:** Designed specifically for sales professionals who must sell value. The course addresses negotiation-selling strategies, concession strategies, advanced selling skills and latest concepts on tactics/ploys and seller counter strategies.

**Solution Selling:** Inside and outside salespeople learn to effectively and efficiently build not only their desk and territories, but their client relationships as well. This program focuses on one's mind-set and attitude when doing business.

**Sales Management:** This course will teach you how to effectively lead a sales force in a competitive marketplace by helping you focus on your own leadership skills and developing the skills of your team.

**Reaching Out: Prospecting for Results:** This highly interactive workshop builds skills and strategies immediately applicable to successfully approach new business opportunities—by phone, through email, and in-person contact.

### Operations

**Advanced Inventory Management:** Learn how to effectively manage your inventory and increase your company's productivity. This comprehensive workshop thoroughly explains the concepts and strategies of distribution inventory control and management. You'll also receive the step-by-step instructions necessary to develop and maintain an effective inventory management program for your company.

**Operations Management 1:** Designed for warehouse supervisors who need to develop and improve the skills necessary to better manage people, communicate effectively, control costs and improve productivity.

**Operations Management 2:** Designed for those who need to make informed decisions on warehouse logistics issues such as plant layouts, capacity planning, scheduling, receiving and shipping, storage and equipment and inventory control.

**Purchasing & Supply Management:** This powerful seminar addresses critical management concerns and provides practical techniques and vital information to enhance the purchasing function's contribution to your organization's bottom line.

**Transportation & Logistics Management:** Provides warehouse supervisors and transportation managers with the knowledge necessary to better coordinate transportation logistics, control costs and improve productivity.

## **Product Training and Metallurgy**

**Product Training and Mill Tour:** Provides in-depth knowledge of aluminum, steel or specialty products and their end-use applications. Program includes classroom session and a mill tour. Available to service center members only.

**Fundamentals of Metallurgy:** This course provides important, practical knowledge to the non-metallurgist. Understanding how metals behave and how their properties can be altered by common processing is valuable to employees in the metals supply chain.

**MetalLearn:** Online, interactive product training on the ten most popular lines of metal sold by metals service centers. Take any or all of the modules to fit your needs.

## **Safety Training**

**Fundamentals of Safety for the Metals Industry:** This course is designed as an introduction to the principles and practices of effective safety management for those new to a safety-related role. Participants will gain an understanding in the following key subject areas: framework for safety management systems, regulatory requirements, industry-specific risks, roles and responsibilities, and developing an action plan.

**Incident Investigation & Response:** When an incident occurs, all employees watch to see how their leader responds. How a leader interacts with the affected employees and communicates to the team creates the atmosphere that impacts culture. When bad things happen, your credibility is on the line. All supervisors may have an obligation to investigate the incident but maximizing the investigation can be an opportunity for positive change and to prevent recurrence.

**Job Safety Briefings:** A Job Safety Briefing is a series of interactions that focus on the specific safety requirements, instruction and exposures associated with a work task. Safety leaders will develop skills to move from two-way coaching to leading a larger group. Utilizing a genuine approach, leaders can engage everyone in a conversation around safety as it relates to a specific task or subject.

**Physical Hazard Inspection:** Science has taught us that by learning to analyze hazards as they interact with behaviors, safety leaders can turn routine inspections into opportunities for employee engagement. Changing the approach and process can change the output – leading to leverage for future impact.

**Safety Contacts:** A safety contact is any conversation with an employee initiated by a supervisor or manager in which exposure is observed, feedback is provided, and a two-way conversation is held to strengthen the use of best practices. Safety contacts provide an opportunity to build stronger relationships between supervisors and employees, but require the supervisor to engage and inform, not simply instruct.

**Safety Leadership:** Simply put, leadership sets the foundation to achieve a winning culture. Leaders, in all capacities, have the ability to help others succeed both personally and professionally. However, those leaders must first understand their role and develop the knowledge and skills necessary to lead cultural change. This workshop sets the foundation for all safety leaders to recognize what a great safety culture looks like and understand their part in achieving this goal.

*Staff Contact: Monique Combs, Vice President, Professional Development 847/485-3004*

## Executive & Leader Education

**Strategic Metals Management** is a five-week course of study conducted over 18 months. Students attend classes for five days approximately every four months. The curriculum is divided into five modules that address complex, cross-functional issues that have been identified as the most compelling challenges and opportunities in today's environment. There's no other executive leadership program like it— not even the top MBA programs deliver more value. That's because our program combines a metals-focused curriculum with a rare opportunity to build an industrywide network with peers at mills and service centers.

Whether you're concerned about succession planning or relationship-building, there's no better way to invest in your emerging leaders. The Strategic Metals Management program gives them the knowledge, skills and connections they need to ensure the ongoing success of your business.

The Strategic Metals Management program gives students an exclusive opportunity to build relationships with fellow senior executives from mills and service centers. Here and only here, students learn about both sides of the business from each other's perspective. And they get a head start on making lifetime connections with the people they'll directly do business with in the future, offering immeasurable business value.

Enrollment is limited to a maximum of 40 students to create an ideal environment for learning and networking. Course modules are taught by top professors from the Olin Business School at Washington University in St. Louis.

### Battle Tested Leadership Principles for Metals Executives

The Thayer Leader Development Group (TLDG) and MSCI have designed an exclusive, 3-day, dynamic, interactive leadership development experience for our industry. The faculty are senior retired military officers who have learned their leadership lessons on the battlefield. The curriculum includes a history-filled tour of the U.S. Military Academy at West Point, classroom teaching and practical field exercises. This is all designed to help you rethink, re-examine and re-calibrate how you lead. You'll learn how to:

- Develop the skills necessary to operate in uncertain, complex, rapidly changing environments
- Make decisions with incomplete information and effectively manage risk
- Communicate your intent and ensure alignment throughout your organization
- Become a trusted leader who creates new leaders, not followers

*Staff Contact: Chris Marti, Vice President, Data Analytics & Executive Education – 847/485-3009*

# **Advocacy**

## **Metals Service Center Institute Policy Agenda**

The Metals Service Center Institute’s advocacy efforts focus on communicating legislation and regulations that impact the cost and competitiveness of North American manufacturing, and particularly, for producers, distributors and processors of carbon steel, stainless steel, aluminum and copper and brass.

### **Create a Commonsense Regulatory Framework**

Regulations should solve problems, not masquerade as taxes that seek to change behavior or benefit special interest groups. Ill-conceived regulations impose increased costs on our industry and our manufacturing customers that result in stifled investment, delayed risk-taking and, ultimately, less economic growth. Policymakers must create a commonsense regulatory framework that fosters job and economic growth.

### **Permanently Reduce the Tax Burden on North American Manufacturers**

Leaders must reduce the overall tax and compliance burden on North American manufacturers and establish a simpler, flatter and fairer system – one that encourages investment and innovations and ensures members of our industry can compete globally.

### **Invest in a Work Force for the Future**

North American manufacturers require a skilled work force to compete in the global manufacturing marketplace. Our elected leaders must invest in a competitive work force so North America can continue as the world’s largest manufacturing economy and globally attract the most motivated and innovative workers, investors and entrepreneurs.

### **Expand Access to Global Markets and Enforce Trade Agreements**

To improve certainty and generate domestic job growth, policymakers must enforce current trade agreements, combat illegal subsidies and currency manipulation, pass new trade agreements that open up new markets for manufacturing products, and protect our competitive advantages..

### **Advance an “All the Above” Energy Policy and Market-Based Environmental Solutions**

Lawmakers must pass a national energy policy that produces steady, reliable and affordable energy from all domestic sources to grow the metals and manufacturing industry.

If you have any additional questions or comments, please contact Ann D'Orazio at 847/485-3019 or [adorazio@msci.org](mailto:adorazio@msci.org). The full policy agenda is found at: <http://www.msci.org/Portals/0/Manufacturing/msci-strategy-to-accelerate-growth.pdf>

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# Research

## Metals Tendencies Report

The Metals Tendencies Report is an opinion survey of service center executives from MSCI member companies. The survey provides respondents with the latest industry data on service center shipments and inventory levels from the MSCI Metals Activity Report and asks for their judgments about industry conditions over the next three months.

<https://www.msci.org/research-data/metal-tendencies-report>

## Metals Activity Report

Metals Activity Report, the authoritative monthly shipment and inventories report prepared by the MSCI since the mid-1970's, has been significantly enhanced to expand and streamline data collection, provide a long-term database and include seasonal adjustment factors. The report covers the shipments and inventory levels for steel and aluminum products in many categories (flat rolled, bar, plate, tubing, structural, etc.) in both the United States and Canada.

<https://www.msci.org/research-data/metals-activity-report/members>

## Momentum Monitors

Momentum Monitors can be used to predict the turning points in demand for the customer markets of most interest to MSCI members. Each Momentum Monitor is designed to predict turning points in the target end market data series with as few false signals as possible, and with the highest possible correlation. Each Momentum Monitor is two pages long and consists of three components – a monthly index, a breakdown of various sectors' contributions to the monthly index, and a sector matrix that tracks the sector's economic cycle.

Published quarterly, and aimed at busy executives, Keybridge Momentum Monitors are unique leading indicators designed to predict shifts in end market momentum with an approximate 2-quarter lead time.

## Safety Survey

The Metals Service Center Institute's Safety Survey has been designed to provide easy-to-understand metals industry safety benchmarks for MSCI members and to identify the top safety issues MSCI members are facing each year.

Confidential survey forms are distributed quarterly to MSCI members.

<https://www.msci.org/research-data/safety-survey>

## Compensation Surveys

### *Sales, Admin, Professional & Management Compensation Survey*

This survey collects salary and compensation data on over 140 key jobs found in the metals industry, representing the following seven job families:

- Accounting & Finance
- Human Resources
- Middle Management
- Information Technology
- Office/Administrative/Strategic
- Sales
- Senior Management

[Click here for the Compensation Survey example.](#)

***Production Employee Compensation Survey***

This survey collects salary and compensation data on the following production positions found in the metals industry.

- Material Handler
- Saw Operator
- Shear Operator
- Cut to Length Operator
- Slitter Operator
- Burner
- Truck Driver
- Maintenance Mechanic
- Electrical/Electronic Maintenance
- Machinist/Craftsperson
- Machine Shop Maintenance
- Lead Person/Group Leader
- Operations Manager I (Large - 50+ Employees)
- Operations Manager II (Medium - Less than 50 Employees)
- Transportation Manager
- Quality Control/ Assurance Manager
- Operations Supervisor
- Maintenance Supervisor
- Inspector
- Dispatcher
- Shipping/Receiving Assistant
- Production Scheduling/ Control Coordinator
- CAD Programmer
- 

*Staff Contact: Chris Marti, Vice President, Data Analytics, Demand Forecasting & Executive Education – 847/485-3009*



# Safety

The Health and Safety Council of the Metals Service Center Institute believes that there is nothing more important than the safety and health of the people working in the metals industry.

- 1) We believe that safety needs to be a way of life at work and at home and is the responsibility of every person in the metals industry. To achieve safety excellence means going beyond compliance and evolving safety to an organizational core value.
- 2) Our objective is to inspire, support and enable our membership to achieve the elusive “zero injuries” vision so that every person working in the metals industry gets to come home from work in the same condition that they went in.
- 3) To support our membership in continually improving their safety performance and aspiring to “zero injuries.” We hold an Annual Safety Conference; facilitate quarterly webinars with Optimum Safety Management and provide relevant safety training.

The MSCI Health and Safety Council is committed and dedicated to fostering these principles for every company and individual in the metals industry, from Boards of Directors and CEO’s to every single metals industry employee, vendor and customer.

**MSCI’s Safety Best Practices and Success Study:** A collaboration with Washington University’s Olin Business School and The Boeing Center for Technology, Information and Manufacturing, the study can be downloaded via the Safety Tab on the MSCI website. Members’ Only login and password are required.

**Employee Safety Manual:** The MSCI Safety Booklet describes general safety procedures and is designed to supplement your company's safety programs.

[https://www.msci.org/Portals/0/Safety/2014\\_SafetyManual\\_Print\\_V3.pdf](https://www.msci.org/Portals/0/Safety/2014_SafetyManual_Print_V3.pdf)

**Safety Helpline:** MSCI offers members free access to a 24 hour safety helpline operated by Optimum Results. Call or e-mail any time you have a question or concern about safety.

<https://www.msci.org/safety/msci-safety>

*Staff Contact: Bronko Jazvac, Director Canadian Division and Health & Safety  
289/439-6891*

## **MSCI Chapter Objectives**

MSCI is organized into over 30 Chapters across North America. These Chapters enable members to meet with local colleagues around valuable programming on issues of interest to the metals industry. MSCI Chapters focus on economic influences and industry developments “close-to-home,” since service center customers are typically within a two-hour drive.

Chapter Boards routinely canvass their membership to help identify the most pressing issues and opportunities before them (economic, industry and government activity). Based on this information, programming is developed to inform members on critical issues all the while being attuned to antitrust compliance through the chapter legal counsel.

Chapter participation also brings a valuable networking component. Many Chapter events are directed to a specific segment of our membership - for example Executive and Associate Member Nights as well as Inside-Outside Sales Nights. These events allow employees to meet and get to know existing and potential suppliers and customers within the industry.

Delivering valuable programming at the local level has always been fundamental to the MSCI, and with more of our members than ever before conducting business with each other, the benefits of Chapter involvement have never been greater. The future growth and strength of the metals service center industry depends upon the cooperative activities of member companies, local Chapters, and the Institute. Only through the solution of common problems at National, regional, and individual Chapter levels can we prepare for the challenge of tomorrow’s economy.

Chapter programs and activities represent a crucial part of the total activities of the Institute. They are the foundation upon which MSCI is built. There is no better way to accomplish these aims than to have sound local activities. For MSCI, this means regular Chapter meetings and special activities. This Chapter Officers Manual will assist Chapter leaders in building strong MSCI Chapter activities. Well-planned and executed Chapter activities increase member participation.

All members of the MSCI are indebted to the volunteers at each Chapter for their dedication and leadership who are rewarded only through your participation.

# Chapter Leadership & Administration

## Chapter Two

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### *This Chapter Covers*

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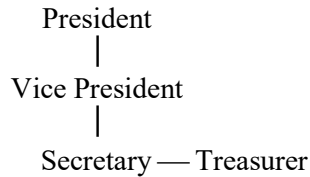


## Key Characteristics of a Well-Run Chapter

1. Chapter involvement includes representation by member companies that are active in the local Chapter metals industry.
2. The Chapter Board includes MSCI members who are committed to the efforts of the Chapter and can provide strong leadership. These Board members should represent the diverse make-up of the MSCI membership. A standard process, including a succession plan, should be in place for the nomination and election of efficient, effective Chapter officers.
3. Chapter Officers are keenly aware of National programs and events provided to the membership and actively promote them at the Chapter level.
4. Each Chapter should determine the number of meetings it has each year, depending upon its size and geographic boundaries and consistent with the Chapter By-Laws. On average, MSCI Chapters conduct between three and six meetings per year.
5. The Chapter aims to develop strong and robust events with programming topics that are of interest and of value to the membership. Examples include Town Hall Meetings which raise the awareness of key issues affecting the industry and educational programming to enhance member efficiency and employee productivity.
6. Participation at Chapter meetings and events should include representation by at least 50% of the member companies within the Chapter. The leaders of strong Chapters work together to make certain that participation at a planned event is successful by providing programming that is relevant and valuable to the operation of a company as well as marketing that event during their day-to-day contacts with their industry counterparts.
7. Chapters encourage participation in its activities by Associate and Affiliate members and on the Board consistent with the Chapter By-Laws. Associate and affiliate members can be a source of informative and valuable programming at Chapter events.
8. Chapters should target participation by a diverse range of positions as well as management positions within member companies. Programming should therefore be aimed and of interest to middle management (branch, district and general managers) as well as to the entire sales organization of the company.
9. Each year, the Chapter should conduct a planning meeting where the following year's schedule and programming is decided. At this meeting, preferably conducted in the summer or early fall, decisions would be made on dates, locations and themes of the following years' Chapter events. The calendar should be submitted to your chapter staff liaison at MSCI headquarters for posting on the Chapter website and inclusion in the Institute's news mailing and provided to the Chapter membership-at-large as early as possible.
10. Communicate regularly with your assigned MSCI national staff liaison and do not hesitate to contact other Chapter presidents or members of the Chapter Leadership Symposium for advice and ideas.
11. Encourage "Fellowship" and foster the exchange of viewpoints and ideas on various topical subjects relating to company operations and trends in the marketplace by the membership.
12. Make certain that each Chapter board member believes that his/her involvement in the Chapter and participation in Chapter events is a good use of time and is meaningful for the company he/she represents.
13. Each Chapter should be represented by a least one Chapter officer or board member at the Chapter Leadership Symposium and other National events whenever possible so that there is strong affiliation and continuity between the National organization and the Chapter membership.
14. Chapter officers recognize that chapter participation is a benefit of MSCI National membership. Non-members are invited on a one-time basis and should not be allowed to attend on a regular basis Recruit them to join!
15. Inclusion of chapter legal counsel at all pertinent chapter meetings is important.

## Chapter Officers

Chapter Officers must be employees of MSCI member companies. Each Chapter determines the number of officers it deems necessary to properly conduct its own affairs as well as the method of nominating and electing these officers. Each chapter should refer to its individual Chapter By-Laws. The following are examples:



**Terms:** While the length of the Chapter officers' terms is a Chapter decision, the MSCI Executive Committee recommends a minimum two-year term to help promote and assure leadership continuity. We recommend that terms be limited.

**Number of Officers:** Some Chapters select several vice presidents, with each person representing a different territory, region or city, or responsibility. Other groups combine the responsibilities of secretary and treasurer. Many Chapters elect additional directors (Directors at Large and Associate Directors) to assure broad representation in local affairs.

**Succession Plan:** Several Chapters follow an informal progression of members through individual offices so that when they become a Chapter President, they are fully acquainted with the group's needs, activities and policies. A rotation of officers among member companies is recommended to ensure continued effective leadership.

**Election Timeframe:** Chapter officers should be elected before April 1 for those Chapters on the July 1–June 30 fiscal year or before October 1 for those Chapters on a calendar fiscal year, in accordance with Chapter By-Laws. Each Chapter must submit the names and positions of newly elected officers to their MSCI staff liaison promptly following the election. If a chapter director's company resigns membership, the Board member must immediately resign from the MSCI Chapter.

## Chapter Legal Counsel

It is required that each Chapter retain its own Legal Counsel. Such Counsel should be thoroughly familiar with federal and state corporate law, antitrust regulations and trade regulations impacting trade associations. Chapter Legal Counsel should review the agenda and minutes of each business meeting of the Chapter and generally oversee the activities of the Chapter's committees. Counsel should be kept advised of all special programs undertaken by the Chapter and be asked to annually review recent developments in antitrust and trade regulation laws and generally oversee the activities of the Chapter's committees, events and meetings.

The Institute headquarters will work with individual Chapters to be certain that Institute policies and procedures are followed at the Chapter level. For more on this policy, see Chapter on "Running an Effective Chapter."

## Chapter President's Responsibilities

The following are examples of the potential and suggested responsibilities which are outlined more fully in the respective Chapter By-Laws. Responsibilities may be assigned to other Chapter members as agreed upon within the Chapter itself.

1. Appointments and responsibilities for *(to be made on an as-needed basis and affirmed by the Chapter Board)*:
  - Secretary
  - Treasurer
  - Vice President(s)
  - Membership Vice President/Chairman
2. Appointments *(to be made during term of office)*
  - Nominating Committee Chairman. *(Appointment to be made a minimum of 30 days prior to the election of officers. Refer to your Chapter Constitution and By-Laws covering the election of officers.)*
3. Arrange for Chapter stationary *(see electronic template on Chapter website Officer's Toolkit)*
  - Change of address
  - Listing of officers
4. Chapter checking account/savings account
  - Selecting a financial institution
  - Arranging for authorized signatures – at least TWO signatures is recommended
  - It is recommended that both the Chapter President and the Treasurer view the chapter bank accounts on a monthly basis either on-line or with bank statements.
5. Legal Representation *(to be made on an as-needed basis)*
  - Select Legal Counsel
  - Agreement of compensation
  - Attendance at meetings
  - Review antitrust compliance program
6. National Meetings Commitments
  - Attendance at Chapter Leadership Symposium or suggest attendance by a future chapter officer
  - Attendance at MSCI Annual Meeting *(suggested)*
  - Attendance at MSCI Product Division Conferences *(suggested)*
  - Economic Summit: Forecast Conference *(suggested)*
  - Attendance at MSCI Safety Conference *(strongly encouraged!)*
7. Maintain Chapter record keeping/records retention program
  - Works with other officers to maintain a minutes book and book of other critical records
  - Ensure annual IRS Form 990 and individual state tax reports are filed each year
  - Ensure Bylaws and Articles of Incorporation (Constitution) are up-to-date
  - Ensures that Federal 501 (c)(6) status is maintained
8. Establish annual Chapter meeting schedule
  - Dates
  - Locations
  - Times
9. Chapter meeting program organization

## Chapter 1<sup>st</sup> Vice President's Responsibilities

1. Assist the president with the overall administration of Chapter affairs, including Chapter meetings, programming, educational seminars and membership recruitment and retention.
2. Act as a representative of the Chapter president to conduct Chapter meetings in his/her absence.
3. If applicable, conduct regularly scheduled metro or area Chapter meetings.
4. Assist the membership chairman/committee in the investigation and visitation of qualified member prospects.
5. When applicable, assume responsibility for Chapter meeting(s) and programming arrangements.
6. Assist the president in the arrangement, development, and conduction of Chapter-sponsored educational seminars.
7. Coordinate with president that Legal Counsel is present at all Chapter functions.

## Chapter Membership Vice President's Responsibilities

1. Assist the president with the overall administration of Chapter affairs.
2. Welcome all new members to the chapter with personal telephone call, personal visit or letter.
3. Invite new members to attend chapter events. Introduce them to other members. Act as a MENTOR!
4. Assist Secretary/Treasurer with membership list and advise of new member contact information for dues invoice and membership list updates.
5. Maintain communication with Chapter Staff Liaison regarding prospective members within the chapter and MSCI Vice President of Membership.
6. At each chapter board meeting, report on new members and prospective member contacts. Discuss strategies on who best on the chapter board should contact prospective members.

## Chapter Secretary's/Treasurer's Responsibilities

1. **Calendar of Events:** Prepare and maintain annual calendar of events and Board Meetings. (including dates, theme or speaker for each event). Advise your assigned MSCI staff liaison of all scheduled (and tentative) events as early as possible in the fall of each year. This enables MSCI President and your staff liaison to coordinate their participation at multiple Chapters events.
2. **Meeting Management<sup>2</sup>:** Schedule, select and reserve adequate function space considering type of set-up; (i.e. theatre-style, classroom, U-shape, hollow-square, conference style/boardroom. *(see Section on Meeting Management for descriptions and diagrams)*). Arrange for food and beverage and necessary audiovisual equipment. Advise hotel on arrangements and meal guarantees. Guarantee ten percent less than minimum anticipated. Arrange for head table/reserved table seating, introduction and closing remarks. Anticipate need of speaker gifts, honorarium, accommodations, etc.
3. **Event & Meeting Announcements<sup>2</sup>:** Send notice of events and meetings (including date, time, place, purpose, speaker(s), agenda, registration form) a minimum of four weeks in advance of each meeting to all Active, Associate and Affiliate members, the MSCI staff liaison, and other members and guests, as applicable. Provide registration form electronically to MSCI staff liaison for posting to chapter website.
4. **Attendance & Participation:** Estimate audience and attendance in advance. With the President, coordinate and assign personal telephone follow-up calls with other Chapter board members to achieve attendance goals.
5. **Registration and Event Payment<sup>2</sup>:** Create an excel spreadsheet for each event with registrant information (name, title, company, contact information) and payment schedule. If necessary, follow-up on monies not received.
6. **Attendance List<sup>2</sup>:** Create attendance list from master spreadsheet to distribute to attendees and provide copy to your MSCI staff liaison. Note any new contact information so National database can be updated.
7. **Nametags/Badges<sup>2</sup>:** Create legible and professional-looking nametags for each attendee from master spreadsheet. *(see badge template in Chapter Officers Toolkit)*

8. **Attend Event<sup>2</sup>:** Finalize meeting arrangements with hotel, welcome members and guests, check attendance and hotel guarantee.
9. **Board Meeting Minutes:** Record, write and distribute minutes to Chapter Board members, Legal Counsel and your MSCI staff liaison within two weeks of the meeting, and after approval by Chapter President, (Include attendance roster of those present at the meeting.) Maintain the minutes book and keep copies of all corporate records. Provide a copy of minutes to your staff liaison so that he/she can maintain at MSCI for consistent recordkeeping.
10. **Membership List<sup>1,2</sup>:** Regularly maintain list of all Chapter members (Active, Associate & Affiliate). Watch for MSCI Membership Reports to add new members and delete resigned members. At least twice per year, circulate list to members and the MSCI staff liaison. Include titles, telephone and fax numbers as well as email addresses.
11. **Dues & Payments<sup>1,2</sup>:** Invoice members for Annual dues in November/December, event participation, fees, etc. and pay all bills incurred by the Chapter. Follow-up for non-payment of dues. Keep Board information on the status of dues collections. *(See sample dues form in Chapter Officers Toolkit)*
12. **Chapter Finances<sup>1,2</sup>:** Maintain accurate Chapter bank account, journal of receipts, expenditures and deposits. Obtain at least two signatures of officers for check writing. Provide statement of receipts, disbursements and balance to Board at each meeting. Both Chapter President and the Chapter Treasurer should be able to login into the chapter bank account to view balances, etc. Be prepared to provide a Treasurer's Report at each Board Meeting.
13. **Chapter Investments<sup>1</sup>:** With the agreement of Chapter officers, invest surplus funds in guaranteed investment certificates to obtain maximum interest income commensurate with requisite flexibility and security.
14. **Chapter Tax Filing<sup>1</sup>:** Chapter Tax Returns: File the required Federal Form 990 by the 15th of the fifth month after your fiscal year closes. In addition, complete all the required annual state filings.

<sup>1)</sup> *May be handled by the Chapter Treasurer if separate position is elected. For more information regarding the Treasurer's responsibilities, please see the Chapter Finances section.*

<sup>2)</sup> *Some of these functions are handled by an administrative representative retained by the chapter, with oversight provided by the chapter officer.*

## **MSCI Staff Chapter Liaison Responsibilities**

1. Make periodic reports on national programs and services at Chapter meetings and in regular communications.
2. Transmit comments and suggestions from the Chapter to National committee and division councils.
3. Update the national database records for Chapter members and officers.
4. Ensure the Chapter website contains current event dates and locations as well as officers' names and contact information.
5. Include announcements in weekly MSCI Update which is emailed every other Thursday.
6. Provide periodic updates on new members and resignations at the national level.
7. Encourage and promote new member recruitment at the national and Chapter level.
8. Assist Chapter officers in recruitment efforts through letters and visits to prospective members.
10. Assist with scholarship programs, National Matching funds and press releases.





MSCI maintains a library of chapter management resources for use by our chapter officers. These files and forms are provided to help you manage your events, your finances and your membership processes. We are always interested in helping our officers be as efficient and effective as possible in their role as MSCI volunteers. In this spirit, suggestions for improving this page or the files contained here can be e-mailed to us at [info@msci.org](mailto:info@msci.org).

- [Chapter Officers Tool Kit](#)
- [Manufacturing Summit Tool Kit](#)
- [MSCI Scholarship Training Videos](#)
- [Chapter Officers Manual](#)
- [Professional Development Offerings](#)

## Chapter Finances

Because of the variety and independence of MSCI Chapters, it is difficult to recommend one best method of handling Chapter finances. Each Chapter should study its plans and activities and then obtain the funds necessary to conduct its business in a proper manner. However, a few principles can be suggested:

1. **Dues and Assessments:** Raising funds to maintain a reasonable treasury balance from which to pay Chapter expenses (speakers, postage, stationary, secretarial services, rental of equipment, etc.) is up to individual Chapter. Common practices are:
  - **Annual Dues:** Chapters must charge annual dues. Some charge each member company an identical amount, regardless of size or number of representatives participating in events or type of membership. Some Chapters charge by location. It is recommended that the Treasurer issue dues notices in November/December for the next year. The Treasurer is responsible to keep the Board informed on the status of dues collection at each meeting.
  - **Assessments:** Some Chapters build up a treasury balance through special assessments to cover particular event expenses and then do not charge, or charge minimal amounts, for attendance. Once the balance has been depleted, another assessment is made.
  - **Non-dues revenue:** Chapter golf tournaments, sponsorships, dinners, and other social events should break-even or can be used to provide additional funds for the Chapter. These funds may be, earmarked for scholarship programs, special events, etc.
  - **Chapter** meeting registration fees are legitimate business expenses for all members. Therefore, fees charged for Chapter events should be sufficient to cover all expenses, at a minimum.
2. **Chapter vs. National funds:** None of the funds raised by a Chapter are transferred to the Institute. Likewise, the Chapters receive no operating funds from MSCI headquarters for the management of their affairs, regardless of size or number of representatives attending meetings. The Chapter may wish to cover the expenses for a future Chapter officer or president to attend the Chapter Leadership Symposium or other events sponsored by the National organization.
3. **Event Attendance:** Associate and Affiliate members are normally invited to attend all Chapter events and are expected to cover their event registration fees. It is not advisable for Associate members to be the guests of the Chapter on a complimentary basis.
4. **Chapter Audits:** To protect the Chapter and the Treasurer, a formal or informal audit of the Chapter's finances should be conducted annually and reported annually to the Chapter Board. This may require the retention of the auditing services of a local accounting firm.
5. **Taxes:** As an independent corporation, the chapter must annually file State and Federal tax forms for non-profits. MSCI has arranged for CT Corp to handle filing of state incorporation documents (these are not tax forms) for our chapters at a nominal fee. For more details, contact your staff liaison and your local accountant.
6. **Charitable contributions:** Chapters, as 501(c)(6) trade associations, cannot accept charitable contributions from individuals or corporations. For more information, contact your local accountant.

## Chapter Finances Checklist

- Chapters are self-funding.
- Chapter annual dues are determined and assessed by Chapters.
- No Chapter funds are payable to the Institute.
- Associate and Affiliate members are members of the MSCI, and when invited to Chapter events, pay a registration fee.
- Most functions are self-sustaining and often provide additional funds for the Chapter. Chapters should keep surplus funds invested to derive interest income.
- Treasurer should report their current financial position including revenues and disbursements at each meeting of Chapter Directors or members. (See Chapter By-Laws).
- Chapters must have their own tax identification numbers and report their annual financial activity on a Federal Form 990 and as required by state and local government agencies. (U.S. Chapters only).

## Recommendations for Effective Use of Chapter Treasuries

MSCI recommends the following for the efficient use of surplus Chapter treasuries:

1. Subsidize the cost of a Chapter-sponsored education program.
2. Hire a professional speaker.
3. Underwrite a social function for the membership.
4. Underwrite a special recognition award for Chapter officers or members in appreciation for their Chapter efforts.
5. Underwrite or subsidize a portion of the expenses for the Chapter president or representative to attend the Chapter Leadership Symposium.
6. Sponsor a Scholarship Program for the children of MSCI Chapter member employees in college or entering college. (*see Scholarship Section*)
7. Invite industry retirees to a function as guests.

## Chapter Business Meetings

Proper, efficient management of Chapter business meetings is a vital factor in the growth and development of active Chapters. All such meetings should be conducted in accordance with Chapter By-Laws, chapter legal counsel should be consulted in conjunction with any such meetings and all meetings should be conducted in accordance with applicable antitrust guidelines. Briefly, the objectives of any business meeting are:

1. Having a clear understanding of the meeting objectives.
2. Definition and communication of business decisions that need to be reached and what actions are to be taken to achieve them.
3. Providing everyone present with an opportunity to present their views on the subject at hand.

Proper management of business meetings begins long before the meeting. Advance planning can save hours during the meeting and ensure productive use of everyone's time.

**Agendas:** Chapter officers should prepare an agenda for each business meeting. Subjects to be discussed at Chapter meetings develop from many sources such as:

- Unfinished business from previous meetings
- Chapter committee reports
- Treasurer's report
- Communications from the MSCI headquarters
- Reports from attendance at National events
- Reports on National committee activities

- Requests for discussion from members; and informal agreement among Chapter officers about new topics for discussion.
- Discussion of prospective members located within the Chapter; assignments to individual chapter officers to recruit and mentor.

Once the meeting is started, the agenda should be followed. Then, after all necessary decisions are reached; new topics can be introduced as time permits.

Members who are expected to make reports at meetings should be notified well in advance so they can cover their assigned topic thoroughly, but briefly.

## **Advance Notice**

Send out Board meeting notices early and within the time frame required in the Chapter's by-laws. If meetings are held at irregular intervals, use two or more notices. If several important topics are to be discussed, list them in the meeting notice. Develop a telephone committee to call each member and remind him or her of the date, time, and place of meeting.

Your Board meeting notice should state: date, time and location of meeting (including name of actual room), outside speaker and his/her subjects, special program features, and reminder to advise of his attendance promptly.

The Chapter should provide name badges, especially if there are new Board members, to ensure everyone gets acquainted. Begin your meetings on time — regardless of how many are present. Once members realize that your meetings are going to be handled efficiently, they won't let themselves be embarrassed by being late.

The generally accepted order of business is as follows:

1. Call to order
2. Antitrust statement
3. Approval of minutes of previous meeting
4. Treasurer's report
5. Standing committee reports
6. Special committee reports
7. Old business
8. New business
9. Announcement of next meeting
10. Adjournment

## **Reaching Decisions at a Meeting**

When the group appears to have reached some measure of unity, the President or Meeting Chairman should call for a motion, which will express the sense of the meeting. These motions should be duly noted in the meeting minutes. If the conversation of the meeting strays from the subject at hand, the chair should politely, but firmly, regain control of the discussion.

The president or meeting chair should encourage all members to participate in a discussion. Frequently, silent individuals have better ideas than outspoken members, but they hesitate to express themselves. It is perfectly proper for a chair to ask such members if they care to speak on the subject.

Above all, a presiding officer must remain impartial. However, he or she also has a responsibility to see that the group reaches the necessary decisions to continue the work of the organization.

Often a new subject will develop into a lengthy discussion. Under these circumstances, the chair should suggest that the group table the subject, refer it to a standing committee, or establish a new committee to prepare a more complete discussion at the next meeting.

## **Business Meeting vs. Programs**

When your business meeting includes an invited guest or outside speaker, care must be exercised to make the best use of his/her time. Your guest may not object to attending a brief and efficient business meeting. However, if your business meeting agenda is lengthy, it is best to coordinate the agenda items after your guest has concluded their comments.

Chapters have found it desirable to hold business meetings in the morning, with a luncheon and speaker, or late in the afternoon preceding a dinner meeting. Either arrangement allows all necessary Chapter business to be conducted effectively while a meal function is left open for an outside speaker or a social event.

## **Chapter Records & Retention Schedule**

The Secretary of each Chapter and the Institute headquarters must have an up-to-date copy of the Chapter's Constitution and By-Laws. The secretary should notify the MSCI staff liaison of any changes in these records so that the MSCI files will be complete.

Written minutes of Chapter and committee meetings as well as treasurer's reports should be prepared regularly and retained permanently in a book of records. Minutes of meetings should show only the concrete actions taken with background information; extraneous material should be excluded. Chapters should consult with their legal counsel concerning minutes and record keeping procedures since they vary from state to state.

Chapters should maintain a policy of distributing minutes of meetings, as well as meeting notices, to all members, Legal Counsel and the MSCI staff liaison. The Chapter secretary should keep Chapter minutes and other official papers (bylaws, articles of incorporation, Letter of Determination from the IRS) in a permanent file, so that they can be passed intact to the next elected secretary.

### **Keeping the Record Straight – Meeting Minutes**

The Chapter secretary is also responsible for sending a copy of all meeting notices, minutes, announcements of election of officers, membership actions taken, and other official actions of the group to their chapter legal counsel and the chapter board. *(See sample minutes format at the conclusion of this Chapter.)*

Each Chapter should annually publish a revised Chapter membership list, to include company names, retained addresses, telephone numbers, email addresses and the names of the top executives of each member company. Some Chapters include district sales managers or representatives of Associate and Affiliate members. A copy of this list should be sent to your MSCI staff liaison regularly.

A list of Associate and Affiliate member company representatives in the Chapter area should be maintained so that these individuals can be invited to those activities open to them. As new Associate and Affiliate members join the Institute, a list of their district managers or representatives is sent to the Chapters concerned.

### **Retention Schedule**

Chapter records are essential to ensure that the business of the Chapter is conducted in an orderly fashion and to provide continuity as the officers of the Chapter change. However, requirements of space and other considerations make it important to establish a record retention and retirement program. This program can be established by the Board of Directors or the president of the Chapter directing the secretary to establish and comply with a formal record retirement schedule. Chapter Legal Counsel should review the record retention schedule before it is made effective and periodically thereafter.

The records generated by the different Chapters will obviously vary in content and amount. Therefore, the following suggested schedule should be modified as necessary and be adapted to the needs of each individual Chapter and only used under the advice of counsel. If a Chapter is advised of any lawsuit of legal action all records must be retained and the advice of Counsel must be sought. Any and all decisions with respect to a document retention program and compliance at the chapter level must be done in accordance with applicable state and federal law. Refer to your chapter legal counsel for guidelines. The following points are only suggestions and are not met to supplant the guidance of chapter legal counsel.

## **Permanent Records**

The following records shall be kept in a permanent file under the supervision and custody of the secretary:

1. Chapter Constitution and By-Laws and all amendments thereto.
2. Minutes of all Chapter meetings and committee meetings.
3. Agenda for all Chapter meetings and committee meetings.
4. All membership applications for membership in the Institute and the Chapter.
5. Correspondence with Chapter counsel.

## **Financial Records – Seven Years**

Financial records such as Chapter dues payments, meeting and other expenses should be retained for seven years and then discarded. Payroll records, cancelled checks, withholding statements and copies of tax returns should be retained for seven years.

## **Project and Program Files – Minimum One Year**

All project and program files should be retained for one year after completion of the project or program and then retired unless such project or program is of a recurring nature or may be of historical interest for guidance for the future. Examples of projects are questionnaires, statistical surveys and historical event attendance and locations.

## **Correspondence and Miscellaneous – Minimum One Year**

Correspondence of a routine nature relating to Chapter meetings, speakers and Chapter activities may be discarded at the end of each year. Correspondence dealing with membership inquiries should be retained at least one year. Correspondence dealing with members' resignations may be retired one year after such resignation becomes final.

Correspondence relating to long-range programs or policies of the Chapter should be marked for retirement at the discretion of the Secretary or other Chapter officer charged with execution of the particular program or policy.

All other records should be retired at the discretion of the Secretary.

The Secretary should be directed to send copies of minutes of all meetings to the Chapter staff liaison. Both the National Institute and Chapter should keep a permanent record of these minutes.

Communications between Chapter officers and Legal Counsel for the Chapter may qualify as privileged communications and dissemination should be confined to the ranks of those who need to be informed.

The above is only provided as guidance for the development of a record retention policy. A formal retention policy must be developed with the guidance of the Chapter's Legal Counsel.

## Chapter Committees

The structure and organization of chapter committees should be made in accordance with Chapter By-Laws. Effectively managed, a committee is an excellent way to bring together a group of people working for a common objective. It is a valuable organization tool, and should be used properly by each Chapter.

An efficient, hard-working group of committees can be an excellent device to utilize the creative talent which exists within the Chapter. Committees are excellent training experience for the development of future Chapter leadership.

Membership on a committee is a good way to bring a new member into closer contact with the activities of the Institute, and is equally valuable as a technique for retaining the interest of individuals who have served as Chapter officers in past years.

Chapters may wish to appoint permanent or temporary committees to deal with specific challenges, goals and activities of the group. While the number and function of these committees will vary from Chapter to Chapter, certain principles apply to all such groups.

### Committee Responsibilities

When a committee is established, its purpose should be clearly stated, and in its subsequent activities should be confined to meeting its objectives. Legal Counsel for a Chapter should be thoroughly familiar with the purposes and activities of all Chapter committees. Chapter committees should abide by all applicable state and federal antitrust guidelines and as such, chapter legal counsel be consulted in these matters.

The committee chair is responsible for maintaining adequate records of the activities of the group and makes periodic reports as requested. The Chapter officers have a responsibility to maintain appropriate control over the action of each Chapter committee.

### Types of Committees

Chapters may wish to appoint permanent committees to handle:

- Event programming
- Golf Tournament or Fundraising
- Nomination of officers
- Finance
- Educational programming
- Membership, Recruitment and Retention

In many instances temporary committees are satisfactory — particularly to handle details of special programs or events, such as a golf tournament, scholarship programs, a special dinner event or legislative program.

### National Committees and Chapter Liaison Representatives

Standing committees of the Institute are: Affiliate, Member Advisory, Data Analytics, Education and , Health and Safety Committee. These committees study suggested programs and activities and submit recommendations and budgets to the Board of Directors.

Product Divisions have been established to address the specific needs of sectors of the metals service center industry. (Aluminum, Bar, , Flat Rolled, Plates & Shapes, Tubular and Specialty Metals and Canadian Division.) The Divisions do not have the power to establish or determine policies of the Institute.



# MSCI CHAPTER MINUTES

CHAPTER NAME

MEETING DATE:

MEETING LOCATION

MEETING TIME:

PRESIDING OFFICER:

OFFICERS IN ATTENDANCE:

LEGAL COUNSEL IN ATTENDANCE:

OFFICERS PRESENT:

Note: Please attach a list of Active and Associate member companies present

Announcement that this chapter meeting will be conducted in accordance with U.S. Antitrust Laws:

APPROVAL OF MINUTES OF PREVIOUS MEETING:

CHAPTER TREASURER'S REPORT:

REPORT ON MARKET CONDITIONS:

REPORT ON MEMBERSHIP

New Members

Prospective Members

FEATURED SPEAKER AT MEETING:

EVALUATION OF SPEAKER'S PRESENTATION/PROGRAM

CHAPTER PROGRAMMING REPORT (List upcoming meeting dates and possible subject matter)

JAN	JUL
FEB	AUG
MAR	SEPT
APR	OCT:
MAY	NOV:
JUN	DEC:

NEW BUSINESS

TABLED ITEMS

QUESTIONS FOR MSCI HEADQUARTERS THAT NEED ATTENTION

Chapter SecretaryDate

## Brand Guidelines

While chapters are their own legal entities, they use the MSCI brand—the name “MSCI”, as well as the logo—through a licensing agreement. A copy of the agreement follows.

MSCI has spent decades building the MSCI brand and what it means in the minds of metals professionals. We want to ensure chapters, when using our name or logo, are using it in a way that reflects positively on the National brand as well as the local Chapters.

### What is branding?

As defined by *Entrepreneur* magazine, “Branding is the marketing practice of creating a name, symbol or design that identifies and differentiates a product from other products. Simply put, your brand is your promise to your customer. It tells them what they can expect from your products and services, and it differentiates your offering from that of your competitors. Your brand is derived from who you are, who you want to be and who people perceive you to be.”

For a Chapter, brand is reflected not only in the name and logo, but in how Chapter leaders conduct themselves in meetings, whether event announcements appear to be professional and well thought out, and with what tone Chapter leaders address members when it’s time to collect dues.

### How do I use the guidelines?

MSCI has created a document that shows Chapter leaders how to properly use the logo, as well as what colors, fonts and imagery support the brand perception MSCI is trying to build. It should be used as a reference whenever an event announcement, scholarship reminder or due notice goes out. The guidelines may seem complex for those without graphic design experience; we’ve created templates of commonly used documents—like event announcements and scholarship posters—so Chapter leaders aren’t burdened by MSCI’s brand standards. You can download the templates from the Chapter Officers Toolkit online: <https://www.msci.org/chapters/chapter-officers/chapter-officers-toolkit>.



## MSCI Chapter Branding Agreement

THIS AGREEMENT ("Agreement") is made as of the 1st day April, 2016, by and between the Metals Service Center Institute ("MSCI"), a corporation duly organized under the laws of the State of New York, and the \_\_\_\_\_ chapter of the Metals Service Center Institute ("Chapter"), a corporation duly organized under the laws of \_\_\_\_\_ .

WHEREAS, MSCI and Chapter wish to set forth their mutual understandings and agreements pertaining to the grant of a License of Intellectual Property and the mutual rights and responsibilities created thereby;

NOW, THEREFORE, in consideration of the mutual promises, covenants, and conditions contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. License Grant. MSCI hereby grants to Chapter the non-exclusive, royalty-free right to use, copy, broadcast, display, reproduce and distribute the name, logos and trademarks of MSCI as defined and set forth in Exhibit A attached hereto and incorporated into this Agreement ("Intellectual Property"), in whole or in part, in conjunction with any regular or customary association-related activities that Chapter performs in the ordinary course of operation, including but not limited to advertising, promotional and public relations activities. MSCI represents and warrants that it is the sole owner of the Intellectual Property and that it is authorized to grant this License to the Chapter. MSCI agrees to indemnify and hold the Chapter harmless from and against any and all claims, damages, injuries, liabilities, losses, suits, costs and expenses (including attorney's fees) for the Chapter's use of the Intellectual Property pursuant to the terms of this agreement.
2. Term. Except as otherwise provided herein, this Agreement shall remain in full force and effect for an initial term commencing on the date hereof and continuing until April 30, 2017. This Agreement shall automatically renew from year to year thereafter for twelve (12) month periods unless terminated by either party pursuant to the terms of this Agreement.
3. Territory. Chapter shall have the right to use the Intellectual Property pursuant to the terms of this Agreement within the area in which Chapter operates as previously defined and set forth in Chapter's organizing documents.
4. Assignment. The License granted to Chapter in this Agreement shall be non-divisible and shall not be transferable or assignable without MSCI's prior written consent.
5. Ownership. Chapter hereby acknowledges MSCI's exclusive right, title and interest in and to the Intellectual Property worldwide and will not at any time do or cause any act or thing contesting or in any way impairing or tending to impair any part of such right, title and interest.
6. Relationship of the Parties. The parties hereto are separate and independent entities, and the relationship between the parties created by this Agreement shall not be that of partnership,

franchise, joint venture or agency for any purpose whatsoever. Neither party shall be liable or have responsibility for the acts of the other or its officers, directors, employees or agents.

7. License Termination.

- (a) This Agreement and all of the rights and obligations created hereunder shall remain in full force and effect commencing on the date hereof and continuing until April 30, 2017 with annual renewals thereafter unless terminated by either party upon thirty (30) days written notice.
- (b) Upon termination of this Agreement by either party, Chapter's license to use the Intellectual Property, including but not limited to the name, logos and trademarks of MSCI, shall cease, and Chapter will no longer use the Intellectual Property.
- (c) Misuse of the MSCI brand by Chapter will be grounds for termination of this Agreement and will include any failure to do the following: (i) Use best efforts to comply with MSCI Brand Guidelines as defined and set forth in Exhibit B attached hereto and incorporated into this Agreement; (ii) Remain a corporation duly organized under the laws of the state in which Chapter is incorporated on the date hereof; (iii) Remain a nonprofit organization and tax exempt under Section 501(c)(3) of the Internal Revenue Code; (iv) Remain financially solvent and refrain from filing for bankruptcy; (v) Comply with federal, state and local antitrust law, trade regulations, tax and other applicable laws, regulations and ordinances.

8. Governing Law and Arbitration. The law of the State of Illinois shall govern the terms of this Agreement without regard to conflicts of laws principles. Any controversy, claim or dispute arising out of or relating to this contract, or the breach thereof, shall be settled by arbitration administered by the American Arbitration Association in the State of Illinois and the law of the State of Illinois shall govern all arbitration proceedings.

9. Partial Invalidity. If any term or provision of this Agreement shall be found to be illegal or unenforceable, then, notwithstanding such illegality or unenforceability, this Agreement shall remain in full force and effect and such term or provision shall be deemed to be deleted.

10. Entire Agreement. This document is a complete and exclusive statement of the terms of this Agreement and may not be changed orally but only by a writing signed by both parties hereto.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their duly authorized officers.

**Metals Service Center Institute**

**Chapter**

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(print name)

\_\_\_\_\_  
(print name)

Its: \_\_\_\_\_

Its: \_\_\_\_\_

Date: \_\_\_\_\_

Date: \_\_\_\_\_



# MSCI Chapter Brand Guidelines

This style guide is to help all chapter leaders strengthen the design, message and branding of MSCI by providing a cohesive and united look across all mediums and platforms.

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## History

MSCI has expanded from a steel trade association to one serving all facets of the metals industry. In its more than 100 years, the organization has expanded, is successful and financially healthy, and continues to add new programs for its membership and grow its member base, despite continual consolidation.

MSCI is the premier trade organization for the metals industry and communications provide upfront “What’s in it for me?” information to members.

## General Context

**Organizational Mission:** As the premier metals trade association, MSCI provides vision and voice to the metals industry, along with the tools and perspective necessary for a more successful business. We offer all types of members an impressive array of high-level programs and services. Our goal is to meet member needs for knowledge and thought leadership, provide data and education for operational efficiency, promote industry advocacy, and create a marketplace for efficient transactions, debate, discussion and learning.

**MSCI’s Mission Summary:** Be the premier source of information for and about the metals industry

**Organizational Value proposition:** Information and access through Networking, Education, Advocacy and Research to exceed business goals

# Logo Lock-Ups and Usage

The “logo lock-up” is made up of three parts: the **bug**, the **logotype**, and the **tagline**.



The bug can be displayed alone or with the logotype and tagline, but the logotype and tagline cannot be used without the bug present. When the logotype is being used, the tagline must always be present.

The **horizontal logo** lock-up is the preferred presentation of the MSCI identity. This version should always be used with non-member audiences. Below are the four accepted versions of the long horizontal logo lock-up:



The **circular logo** lock-up can be used in smaller spaces. This version is NOT highly reducible—readable at sizes larger than an inch, as shown below. Below are the four accepted versions of the circular logo lock-up.



## Chapter Logos

To **download** MSCI chapter logos, please visit [MSCI.org/chapter-management](https://www.mscil.org/chapter-management) and click on the link to the Logo Library. **Note:** Accessing the library requires you to log in.



## Logo Usage

The preferred padding space around any logo lock-up is the width of the logo bug in all directions. This is not always possible, but it should be the goal to allow the proper space around the logo lock-up. Below are examples for each of the four versions of the logo.



Use the dimensional logo lock-up where the media allows—in 4-color printing, web and mobile environments. This is the most elegant expression of the logo lock-up.

The **two color logo** lock-up can be used in 2-color environments where a retro look is desired.



The **one color logo** lock-up can be used in 1-color environments where reverse is not an option.



The **reverse logo** lock-up can be used in all media. The reverse version can be reversed out of any of the primary or secondary color backgrounds including a gradation of one to another.



## Inappropriate Logo Usage

When using the reverse logo lock-up, never add color into any part of the lock-up including the tagline.



Do not change the colors of the logos supplied in the folder of approved logos:



Do not rotate any version of the logo for any reason:



Do not crop or distort the logo lock-ups. Using the logo bug as a decorative element will require review and approval from the MSCI branding team listed at the end of this guide.



Do not alter the size-ratio of any element of the logo lock-ups.



# MSCI Fonts and Type Sizes

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36/36pt Myriad Pro Light  
18pt Space after, 100% Black

## Headline

18/21pt Myriad Pro Light  
36pt Space after  
Primary Color  
Rule Below 0.5pt, 50% Black,  
13.5pt offset

Intro copy lorem ipsum dolor sit amet, consectetur adipiscing elit. Aenean at tempus nisl.

---

18/21pt Myriad Pro Regular  
4.5pt Space after  
Primary Color or Black

## Subhead

Lorem ipsum dolor sit amet, consectetur adipiscing elit. Aenean at tempus nisl. Vivamus ut ipsum luctus, tempus magna quis, pharetra nunc. Quisque et nunc risus. Praesent dapibus malesuada leo eget suscipit. Fusce ultricies luctus augue ut lobortis. Morbi commodo molestie tempus. uisque at egestas dui. Ut id ultrices risus, quis ultricies nulla. Etiam massa est, pulvinar at diam nec, placerat ornare lectus. Nullam rhoncus lectus et nisi gravida egestas. Quisque sit amet ipsum a mauris rhoncus malesuada. Nunc ut blandit ligula. Mauris lectus enim, ultricies sed erat cursus, tempus dictum mauris. Pellentesque tincidunt mauris sed lacinia aliquam. Nulla imperdiet tortor ac interdum egestas. Quisque eu neque massa.

10/14pt Myriad Pro Light  
9pt Space after  
100% Black

Emphasized Body Copy  
Myriad Pro Semibold

Lorem ipsum dolor sit amet, consectetur adipiscing elit. Aenean at tempus nisl. Vivamus ut **October 27, 2013** ipsum luctus, tempus magna quis, pharetra nunc. Quisque et nunc risus. Praesent dapibus malesuada leo eget suscipit. Fusce ultricies luctus augue ut lobortis. Mauris lectus enim, ultricies sed erat cursus, tempus dictum mauris. Pellentesque tincidunt mauris sed lacinia aliquam. Nulla imperdiet tortor ac interdum egestas. Quisque eu neque massa.

7.5/8.5pt Myriad Pro Light  
9pt Space after, 100% Black

Quisque sit amet ipsum a mauris rhoncus malesuada. Nunc ut blandit ligula. Mauris lectus enim, ultricies sed erat cursus, tempus dictum mauris. Pellentesque tincidunt mauris sed lacinia aliquam. Nulla imperdiet tortor ac interdum egestas. Quisque eu neque massa.



## MSCI Brand Colors

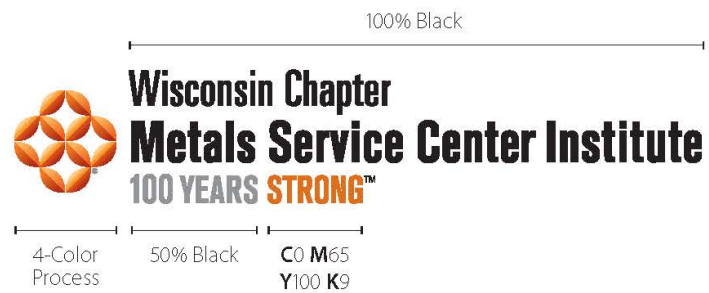
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### MSCI Orange

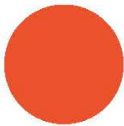


Pantone Coated: **159C**  
Pantone Uncoated: **152U**  
Pantone Textile: **16-1260 TP**  
**C13 M76 Y100 K3**  
**R210 G93 B19**  
**#D25D13**

### MSCI Chapter Logo Color Breakdown



### Primary Color Palette



**C0 M83 Y91 K0**  
**R234 G82 B46**  
**#EA522E**



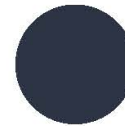
**C64 M0 Y18 K0**  
**R55 G197 B213**  
**#37B9C8**



**C25 M0 Y20 K0**  
**R188 G238 B216**  
**#B0E9D0**




















**C0 M16 Y93 K0**  
**R255 G210 B37**  
**#FCC33D**



**C81 M71 Y50 K47**  
**R46 G52 B68**  
**#222532**

## Secondary Color Palette

				
<b>C46 M73 Y61 K42</b> <b>R98 G59 B61</b> #623B3D	<b>C28 M81 Y81 K23</b> <b>R151 G67 B53</b> #984336	<b>C14 M85 Y95 K4</b> <b>R203 G74 B46</b> #CE4A2E	<b>C0 M70 Y93 K0</b> <b>R255 G111 B38</b> #F36F2D	<b>C0 M54 Y93 K0</b> <b>R255 G141 B38</b> #F68D2D
				
<b>C0 M38 Y94 K0</b> <b>R255 G171 B38</b> #FBA A29	<b>C53 M51 Y78 K34</b> <b>R98 G89 B60</b> #63593C	<b>C39 M42 Y96 K13</b> <b>R151 G127 B52</b> #978034	<b>C22 M33 Y99 K1</b> <b>R203 G164 B45</b> #CCA62D	<b>C5 M14 Y79 K0</b> <b>R244 G210 B84</b> #F4D355
				
<b>C10 M8 Y60 K0</b> <b>R233 G219 B131</b> #E9DD84	<b>C14 M2 Y36 K0</b> <b>R222 G229 B179</b> #DEE7B4	<b>C27 M12 Y86 K0</b> <b>R195 G197 B79</b> #C3C54E	<b>C50 M4 Y69 K0</b> <b>R135 G193 B121</b> #86C278	<b>C66 M0 Y47 K0</b> <b>R76 G190 B162</b> #46BFA3
				
<b>C70 M20 Y36 K0</b> <b>R76 G160 B163</b> #4AA1A4	<b>C34 M16 Y25 K0</b> <b>R170 G191 B186</b> #AABFBA	<b>C53 M35 Y38 K2</b> <b>R129 G145 B147</b> #819394	<b>C68 M53 Y46 K19</b> <b>R87 G99 B108</b> #58646D	<b>C48 M40 Y50 K8</b> <b>R136 G133 B121</b> #8A8679
				
<b>C87 M56 Y45 K25</b> <b>R38 G86 B102</b> #255766	<b>C85 M40 Y38 K8</b> <b>R31 G119 B136</b> #16788A	<b>C79 M23 Y30 K0</b> <b>R24 G152 B170</b> #2099AA	<b>C50 M0 Y19 K0</b> <b>R114 G212 B215</b> #77CDD2	<b>C34 M0 Y16 K0</b> <b>R162 G225 B220</b> #A5DBD9

# MSCI Brand Visuals and Graphics

## Photography

The MSCI image is professional, bright, inclusive and smart. Preference is given to images conveying people, communication and connections as these support our "Thought Leadership" campaign. When possible, look for images that convey action and are engaging. Think conceptually when choosing photography to convey the most information visually, utilizing people and product as appropriate. Images should always look professional but still inviting with cohesive themes/color/technique within a single communication. Never use a snap shot taken from a smart phone or amateur photography as it will not communicate the level of professionalism required to convey the MSCI brand.

Photo colorations should include colors from our primary and/or secondary color pallets in a way that feels purposefully selected. Images should appear light and airy when possible, never heavy and dark, unless the subject dictates that look. Never fade photos. Photo boxes should always have sharp corners and not rounded ones. Do not place boxes in boxes when working with photography as it cuts down on the presence of the image on the page. Stylistically, when more than one photograph is present, align them to one another and separate with a thin rule (5-.75pt). An example of this is seen below:



# MSCI

# Membership

## Chapter Three

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*This Chapter Covers*

Institute Membership  
Membership Policies  
Sales, Mergers and Consolidations  
Chapter Membership Procedure  
MSCI Active Membership Eligibility: Criteria and Guidelines  
Membership Applications  
Membership Dues Schedule



## Institute Membership

In order to better serve the members, the industry and the public, the Metals Service Center Institute seeks responsible members who are dedicated to the purposes of the Institute and the Chapters, as set forth in their respective constitution and bylaws. Members should be those who can make a contribution to the industry and who can benefit from participation in Chapter and Institute activities and programs.

Membership, therefore, is an extremely important activity of each Chapter and the procedures for selection and election of members should be fully understood and carefully carried out by all Chapter officers.

It is the policy of the Institute that membership will be open to all qualified members and that this policy will be followed by all Chapters.

### **The Institute shall consist of seven classes of members:**

**Active Members** shall be engaged in the business of warehousing, selling and distributing rolled, drawn, extruded, forged, converted, cast or cold-finished metals (including carbon, , alloy, stainless, aluminum and tool steel) products which or who regularly maintains and uses a wholly owned or leased physical service center facility for the storage of owned metal products pending distribution, with the necessary facilities for the handling and processing or fabrication thereof. A potential applicant for membership must have a minimum of \$2,000,000 in annual sales, or a minimum inventory of \$500,000 in industrial metal products, and must have been in business for at least two (2) years. The company's inventory must be stocked for resale and the value declared must exclude consigned material. It is not required that the applicant own the physical facility or property on which the service center is located. In addition, a potential applicant for membership must use a wholly owned or leased physical service center facility for the storage of owned metal products pending distribution, with access to the necessary facilities for handling and processing or fabrication.

**Associate Members** are any corporation, partnership, sole proprietorship or individual with facilities in the United States, Canada or Mexico engaged for their own account in the production of one or more of the metals products upon which Active Member dues of this Institute are based shall be eligible for Associate Membership provided, however, that the membership of any corporation, partnership, sole proprietorship or individual admitted to Associate Membership prior to any change in the designation of products upon which Active Membership dues are based, shall be unaffected by such change.

**International members** shall be divided into three categories: (1) International Active Members, (2) International Associate Members and (3) International Affiliate Members. International Active Members shall be such persons, firms or corporations located outside the United States, Canada, or Mexico, engaged in the metals service center industry. International Associate Members shall be such persons, firms or corporations whose facilities are located outside the United States, Canada, or Mexico who are engaged in the manufacture of metals products. International Affiliate Members shall be such persons, firms or corporations whose facilities are located outside the United States, Canada, or Mexico who provide processing of said metal products or who provide other products and services to service centers.

**Affiliate members** are companies who provide cutting, coating, heat treating, processing, finishing, transportation, consulting, material handling, financial (banking) services and other products and services (which shall not include the publication or dissemination of news and information, digital or otherwise, regarding the metals industry either for a direct or indirect fee from a subscriber or a member of the metals industry) to Active Members and/or Associate Members. Affiliate Members, by definition, cannot maintain owned or consigned inventory of metal products for resale, unless the inventory is of products upon which dues are not based.

**Associate Trading Organization Members** are any corporation, partnership, sole proprietorship or individual organized in the United States, Canada or Mexico, with annual sales to North American service center members (Active members), from owned or consigned inventory in North America of at least \$50,000,000 per year, who sales force represents a non-North American corporation with a non-North American production facility or facilities engaged in the production of one or more of the metal products upon which Active Member dues are based.

**International Trade Association Members** are Associations based outside of North America whose membership is comprised primarily of companies who would be eligible for Active, Associate or Affiliate membership in the Institute if they maintained a physical location or facility in the United States, Canada or Mexico. Member companies of an International Trade Association member (ITA) would be conferred all the benefits of regular North American Active, Associate or Affiliate members. However, member companies of an ITA with North American facilities or assets would be required to apply in the appropriate Active, Associate or Affiliate member category and pay dues as required of that category.

**Honorary Members** are persons that have advanced the interests of the metals service center industry and of the Institute and have retired from all commercial activities in said industry.

Active Members shall be entitled to voting rights provided in the By-Laws. Associate, Affiliate, Honorary and International Members may be entitled to vote if the proper By-Law changes are enacted.

The basis upon which dues are established is contained in Article VIII, Section 8.1 of the Metals Service Center Institute's By-Laws:

## **ARTICLE VIII - DUES**

**Section 8.1. Active Members.** Each Active Member shall pay annual dues based upon the gross sales of such member and any controlled subsidiary from service center stocks of those carbon, alloy, aluminum, stainless steel or other metals which are, from time to time, designated by resolution passed by a majority of all of the Directors, excluding, however, sales of fabricated reinforcing bars and manufactured wire products. "Gross sales" for purposes of this Section 8.1 shall be deemed to include processing charges on customer-owned material, as well as the value of work-order shipments and sales of extrusions, expanded, perforated, patterned, and embossed products and grating and formed products. The annual dues shall be based upon such gross sales during the most recently completed four quarters preceding the date on which such dues shall become due and payable. Dues shall be billed at rates established by the Directors at the fall meeting in November of each year. Members shall report each year on the gross sales of their metals products subject to dues. A letter from the member's auditor may be substituted for a letter from the member.

**Section 8.2. Associate and Affiliate Members.** Each Associate Member and Affiliate Member shall pay such dues as shall be determined by the Directors to be fair and equitable for such member, considering all the circumstances. The annual dues shall be based upon such gross sales to service centers during the most recently completed four quarters preceding the date on which such dues shall become due and payable.

**Section 8.3. International Members.** Each International Member shall pay such dues as shall be determined by the Directors to be fair and equitable for such member, considering all the circumstances.

**Section 8.4. Honorary Members.** Honorary Members shall not be liable for dues.

**Section 8.5. International Trade Association Members.** Each International Trade Association member shall pay such dues as shall be determined by the Directors to be fair and equitable for such member, considering all circumstances. The annual dues shall be based upon gross dues revenues of such member for the most recently completed four quarters preceding the date on which such dues shall become due and payable.

**Section 8.6. Payment.** All annual dues shall become due and payable in full on January 1 in each year for the ensuing twelve month period, but may be paid in two equal semi-annual installments on January 1 and July 1, or in four equal quarterly installments on January 1, April 1, July 1 and October 1. Installment payment of dues is considered a short-term privilege and may not continue for more than two consecutive years or for more than two years in any five year period. Each installment payment will also include a service charge as recommended and established by the Executive Committee each year. All dues payments and dues calculations will be based on U.S. currency valuations.

**Section 8.7. Proration of Dues.** Any new Active Member shall pay as dues an amount equal to one-twelfth of the annual dues as in Section 8.1 of these By-Laws, determined by its gross sales during the calendar year ending on the most recent December 31, times the number of full calendar months between the date of the initial statement rendered for dues and the next succeeding December 31. If the date of this statement is between the first and fifteenth, inclusive, of any month, that month shall be considered as a full month; otherwise, that month shall not enter into the dues calculation. Associate and Affiliate Member dues shall be similarly prorated.

**Section 8.8. Failure to Qualify.** Any person who shall fail to qualify for membership by non-payment of dues, within two months after the date of their initial dues statement, may be considered as having withdrawn their application.

**Section 8.9. Dues Rebate.** The Directors, in their discretion, may permit a dues rebate in the event that the reserves of the Institute shall equal or exceed 1.5 times the annual budget of the Institute.

#### **ARTICLE IX - RESIGNATION, SUSPENSION AND EXPULSION**

**Section 9.1. Resignation.** Any member may resign from the Institute by a written resignation delivered to the Secretary, which shall, in the case of an Active, Associate or Affiliate Member, become effective on the date named in such resignation, which shall not be less than thirty (30) days after the receipt of such resignation by the Secretary, except as hereinafter provided. Each member shall be liable for the payment of the full amount of all annual dues which shall become due and payable before the effective date of its resignation, unless such dues are remitted as provided in Section 9.3 of these By-Laws, and no resignation of any member shall become effective unless all indebtedness of such member to the Institute has been paid in full. No dues refund will be made to a resigning member except as provided in Section 9.3.

**Section 9.2. Non-Payment of Dues.** A member whose dues remain unpaid after 90 days will be considered to have resigned from membership.

**Section 9.3. Remission of Dues.** The Directors may in their discretion remit the annual dues, or any part thereof, of any member.

**Section 9.4. Suspension and Expulsion.** Any member may be suspended or expelled for cause by the affirmative vote of a majority of all the Directors at any regular meeting or at a meeting duly called to consider such action, at which such member shall have the right to appear in person in his or her defense. Notice of the proposed suspension or expulsion shall be sent by registered mail to the member concerned at the address appearing on the books of the Institute at least thirty (30) days prior to the date of the meeting at which such action is to be considered and shall include a notice of the time and place where the Directors shall be meeting. The member shall be given an opportunity to be heard and to present a defense, by appearing in person before the Board of Directors or otherwise, provided, that such opportunity shall not be construed to delay or prevent the Board of Directors from meeting at the time and place they have announced.

Most Chapter constitutions and by-laws contain similar provisions for qualification and election of members.

The Institute's By-Laws state that Chapter constitutions and by-laws shall provide that no company shall be eligible for Chapter membership unless it is an Active member of the Institute.

# MSCI Membership Policies\*

## Common Ownership

The basic policy is that all service centers having a common ownership, even if they have separate marketing or operating identities, must pay dues based on service center sales from stocks of all related marketing or operating units. These dues may be paid on an individual identity basis if all such units are listed in the roster of members.

If such a member chooses to list only one membership with the Metals Service Center Institute, it must still pay dues based upon sales of all unlisted companies having a common ownership. Financial control, rather than management style, is the sole issue in evaluating common ownership applications.

The existing policy on maximum dues is that no Active member will be required to pay more than \$44,400 plus \$550 per individual company locations having separate marketing identities but common ownership.

## Mill Depot/Bulk Distributors

The policy of the Institute is that for purposes of Active member dues determination, the phrase “mill depot stock” is defined as inventory, foreign or domestic, actually owned by the producing entity. If the metals inventory, again either, domestic or foreign, has been sold to another party, then it is no longer mill depot stock, but rather it is service center stock. These stocks would thereby be included in dues determination.

## Active Member with a Branch in Other Chapters

Each Active member company must pay National dues on all branch locations.

After the Active member company is approved for membership, the Active member headquarters is encouraged to ask its branches to become active in the local Chapter. No formal Chapter application is required.

## Associate Membership

Although the Chapter is not formally involved in acting on Associate membership applications, it is helpful to understand certain policies, which direct the Executive Committee on evaluating these applications:

- a. Associate membership will be extended only to those companies whose facilities are utilized in the production or finishing of products on which Active members pay dues. Further, these facilities will be located in the United States, Canada and Mexico.
- b. Those companies which provide specialty services (heat treating, grinding, etc.) for specific service center orders are generally not to be considered as eligible for Associate or Associate Members – Trading Organization membership, .

No chapter action is necessary before approval of an Associate member application by the Executive Committee or the Board of Directors.

Once elected, the Associate member company submits a list of its district sales managers and sales representatives for the Institute’s mailing list of such individuals. These names and addresses are forwarded to the Chapters concerned so the individuals can be added to the Chapter lists of Associate members through the MSCI Membership Report.

\* Important: Companies must be a National MSCI Members in order to become a Chapter Member or regularly participate in chapter activities.



## **Affiliate Membership**

Again, although the Chapter is not formally involved in acting on Affiliate membership applications, it is helpful to understand certain policies which direct the Executive Committee on evaluating these applications:

- a. Affiliate membership may be extended to any company providing cutting, coating, heat-treating, finishing and other product and services to the metals industry. The company may not own metal inventory.

No chapter action is necessary before approval of an Affiliate member application by the Executive Committee or the Board of Directors.

Once elected, the Affiliate member company submits a list of its top-level employees for the Institute's mailing list of such individuals. These names and addresses are forwarded to the Chapters concerned so the individuals can be added to the Chapter lists of Affiliate members.

## **Sales, Mergers and Consolidations**

- A. Membership in this Institute shall terminate if and in the event that:
1. Any Active member merges or consolidates with any individual, firm, association or corporation and the Active member is not the surviving and successor business; or
  2. Any Active member sells all or a substantial portion of its assets or control to any individual, firm association or corporation, and ceases to engage in the metals service center business; or
  3. The management or control of any Active member is acquired by an individual, firm, association or corporation that is not currently an Active member of the Institute.
- B. Membership in this Institute shall continue for the merged, consolidated, acquired, created or organized business if:
1. Any Active member merges or consolidates with any individual, firm, association or corporation and such Active member is the surviving and successor business and maintains its metals service center business; or
  2. Any Active member acquires all or any part of the assets of any individual firm, association or corporation and operates such assets so acquired as a branch and as a metals service center business; or
  3. Any Active member creates or organizes any firm, association or corporation and thereafter operates such business so created or organized as a metals service center.

## **Chapter Membership Procedure**

### **Composition of Chapter Membership, Recruitment and Retention Committee**

The Membership Committee of the Chapter typically consists of two to five representatives. The Recruitment and Retention Committee should have a representation that is consistent with the Chapter's membership so that it is able to attract and recruit prospective member companies. These chapter committees should be bound first and foremost by the applicable language in their own respective By-Laws.

Membership Committee responsibilities:

1. All Chapters are asked to establish a Membership Committee that will maintain an agreed upon (officers and board approved) list of prospective members. MSCI headquarters should be advised of the Membership Committee individuals, and the list of approved prospective member companies.
2. The Committee should meet on a regular basis, at a minimum prior to each Chapter board meeting, to review status of prospective members. Information on companies should be forwarded to the MSCI staff liaison, along with names and contact information of new prospective member companies.
3. MSCI staff liaisons will work with Committee to develop strategies aimed at converting prospective member companies into Active, Associate and Affiliate members. In addition, MSCI will work with Committee to assure there is a complete understanding of the membership criteria and guidelines, dues incentives, information brochures, procedures in qualifying a prospective member company, and the procedures that must be followed to propose a company for membership.
4. The MSCI staff liaison and the Committee will work closely together to identify potential member resignations and suggest strategies aimed at keeping membership loss to a minimum.
5. On a regular basis, the Chapter Membership Committee should review member participation at events. If member is inactive, he/she should be personally contacted by a member of the Committee. *(See chapter on Membership Recruitment and Retention.)*

## MSCI Active Membership Eligibility: Criteria and Guidelines

The following are criteria and guidelines were approved by the Institute's Board of Directors and by MSCI Legal Counsel:

### Criteria

“Any corporation or partnership engaged in or any individual engaged for his own account in the United States, Canada or Mexico in the metals service center industry shall be eligible for Active Membership.”

...Article I, Section 1.2, MSCI Constitution and By-Laws

### Guidelines

1. A potential applicant for membership has a willingness to participate and contribute to the efforts, surveys and knowledge of the Metals Service Center Institute.
2. A potential applicant for membership must have been in the service center business for a minimum of two years. This guideline does not apply to service center operations that have been in the metals service center business for over two years, where there has been no interruption in the operations even though there may be new ownership.
3. A potential applicant for membership must a minimum of \$2,000,000 in yearly sales or \$500,000 in owned inventory.
4. A potential applicant's inventory must be stocked for resale and exclude consigned material. It is not required that the applicant own the physical facility or property on which the service center is located.
5. A potential applicant for membership with access to the necessary facilities for handling and processing or fabrication.

Taken as a unit, these guidelines are intended to provide Chapter officers and membership committees with specific information as to whether or not an applicant has sufficient involvement in the industry and sufficient interest in the activities of the Institute to become a long-time, contributing member.

It has been the policy of the Institute that membership should be reasonably open to all qualified metals service center companies and this policy has generally been followed by all Chapters.

If a potential applicant meets the guidelines, a company should be given favorable consideration for Active membership in the Institute.

*NOTE: If a potential member company does not meet all the guidelines, and the Chapter desires to propose the company for Active membership, the exceptions to the guidelines must be documented for the MSCI Executive Committee and Board. Such exceptions will have the final approval of the Executive Committee and Board of Directors.*



4201 Euclid Avenue
Rolling Meadows, Illinois 60008-2025
847-485-3000 Voice 847-485-3001 Fax
www.mscli.org

2019 ACTIVE MEMBERSHIP APPLICATION

(Please Type or Print Clearly)

The applicant is a [ ] Metal Service Center

The company below, being engaged in the business of warehousing, selling and distributing rolled, drawn, extruded, forged, converted, cast or cold-finished metals (including carbon, alloy, stainless, aluminum and tool steel) products which or who regularly maintains and uses a wholly owned or leased physical service center facility for the storage of owned metal products pending distribution, with the necessary facilities for the handling and processing or fabrication thereof, is hereby proposed for Active Membership in the Metals Service Center Institute and agrees to abide by its Constitution, By-Laws and membership guidelines when approved for membership. A potential applicant for membership has a willingness to participate and contribute to the efforts, surveys and knowledge of the Metals Service Center Institute. A potential applicant for membership must have a minimum of \$2,000,000 in annual sales, or a minimum inventory of \$500,000 in industrial metal products, and must have been in business for at least two (2) years. The company's inventory must be stocked for resale and the value declared must exclude consigned material. It is not required that the applicant own the physical facility or property on which the service center is located. In addition, a potential applicant for membership must use a wholly owned or leased physical service center facility for the storage of owned metal products pending distribution, with access to the necessary facilities for handling and processing or fabrication. All information in this form is for MSCI internal use only.

This application can only be approved by the Board of the MSCI or the Executive Committee at their full discretion and assumes that all representations made herein are truthful and accurate. No person affiliated with the MSCI can approve membership and only after the Board communicates its decision will the applicant be deemed a member in good standing and then only upon the receipt of the dues appropriate for the year in which application are made are received by MSCI. If applicant is admitted to membership, MSCI reserves the right to rescind membership if applicant fails to comply with existing by-laws and any other internal regulations of MSCI.

Date: \_\_\_\_\_ IMPORTANT - Referred by: \_\_\_\_\_

Corporate Name: \_\_\_\_\_

Name of marketing identity, if different from above: \_\_\_\_\_

Street Address: \_\_\_\_\_ County: \_\_\_\_\_

City, State/Province, Zip/Postal Code: \_\_\_\_\_

PO Box, City, State/Province, Zip/Postal Code: \_\_\_\_\_

Phone Number: \_\_\_\_\_ Toll Free Number: \_\_\_\_\_

Fax Number: \_\_\_\_\_ Website: \_\_\_\_\_

General Email (listed on website and membership directories): \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name\*\*: \_\_\_\_\_ Title: \_\_\_\_\_

Email: \_\_\_\_\_

\*\*This person will be the Key Contact. The Key Contact receives information about membership, including the dues invoice.

ORGANIZATIONAL STRUCTURE

The applicant is a [ ] Public Corporation [ ] Privately Held Corporation [ ] Limited Partnership [ ] Other

Year Established: \_\_\_\_\_ Inventory Level (kept confidential): \$ \_\_\_\_\_ No. of Employees: \_\_\_\_\_

Sales Range in net steel, copper/brass and/or aluminum sales (kept confidential):

- Up to \$20 million, \$20 to \$50 million, \$50 to \$100 million, \$100 to \$200 million, \$200 to \$300 million, \$300 to \$400 million, \$400 to \$500 million, \$500 to \$600 million, \$600 million to \$1 billion, \$1 billion to \$1.5 billion, \$1.5 billion to \$2 billion, Over \$2 billion

Approximate percentage of total sales derived from the steel and/or aluminum service center business \_\_\_\_\_ %.

SUBMIT ALL PAGES OF THIS APPLICATION TO APPLY FOR MEMBERSHIP.

**HEADQUARTERS KEY PERSONNEL**  
**TITLES AND E-MAIL ADDRESSES ARE REQUIRED.**

**ADMINISTRATION (President, CEO, etc.)**

Name: \_\_\_\_\_ Title: \_\_\_\_\_  
Email Address: \_\_\_\_\_

**ADMINISTRATIVE ASSISTANT**

Name: \_\_\_\_\_ Title: \_\_\_\_\_  
Email Address: \_\_\_\_\_

**FINANCE**

Name: \_\_\_\_\_ Title: \_\_\_\_\_  
Email Address: \_\_\_\_\_

**HUMAN RESOURCES**

Name: \_\_\_\_\_ Title: \_\_\_\_\_  
Email Address: \_\_\_\_\_

**MARKETING**

Name: \_\_\_\_\_ Title: \_\_\_\_\_  
Email Address: \_\_\_\_\_

**OPERATIONS**

Name: \_\_\_\_\_ Title: \_\_\_\_\_  
Email Address: \_\_\_\_\_

**PURCHASING**

Name: \_\_\_\_\_ Title: \_\_\_\_\_  
Email Address: \_\_\_\_\_

**QUALITY**

Name: \_\_\_\_\_ Title: \_\_\_\_\_  
Email Address: \_\_\_\_\_

**TRAINING**

Name: \_\_\_\_\_ Title: \_\_\_\_\_  
Email Address: \_\_\_\_\_

**INSIDE SALES**

Name: \_\_\_\_\_ Title: \_\_\_\_\_  
Email Address: \_\_\_\_\_

**OUTSIDE SALES**

Name: \_\_\_\_\_ Title: \_\_\_\_\_  
Email Address: \_\_\_\_\_

**SAFETY**

Name: \_\_\_\_\_ Title: \_\_\_\_\_  
Email Address: \_\_\_\_\_

**SUBMIT ALL PAGES OF THIS APPLICATION TO APPLY FOR MEMBERSHIP.**

## ADDITIONAL LOCATIONS

List those branch plants that stock industrial steel and/or aluminum products. Local dues or assessments are levied by individual chapters separately from national dues. **Photocopy form for more locations.**

### LOCATION 1

Company Name: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Phone: \_\_\_\_\_ Fax: \_\_\_\_\_

Location Contact: \_\_\_\_\_ Title: \_\_\_\_\_

Contact Email: \_\_\_\_\_

Primary Line of Business (refer to page 4): \_\_\_\_\_ No. of Employees: \_\_\_\_\_

---

### LOCATION 2

Company Name: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Phone: \_\_\_\_\_ Fax: \_\_\_\_\_

Location Contact: \_\_\_\_\_ Title: \_\_\_\_\_

Contact Email: \_\_\_\_\_

Primary Line of Business (refer to page 4): \_\_\_\_\_ No. of Employees: \_\_\_\_\_

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### LOCATION 3

Company Name: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Phone: \_\_\_\_\_ Fax: \_\_\_\_\_

Location Contact: \_\_\_\_\_ Title: \_\_\_\_\_

Contact Email: \_\_\_\_\_

Primary Line of Business (refer to page 4): \_\_\_\_\_ No. of Employees: \_\_\_\_\_

---

### LOCATION 4

Company Name: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Phone: \_\_\_\_\_ Fax: \_\_\_\_\_

Location Contact: \_\_\_\_\_ Title: \_\_\_\_\_

Contact Email: \_\_\_\_\_

Primary Line of Business (refer to page 4): \_\_\_\_\_ No. of Employees: \_\_\_\_\_

**SUBMIT ALL PAGES OF THIS APPLICATION TO APPLY FOR MEMBERSHIP.**

## PRODUCT LINE EMPHASIS & PRIMARY AND SECONDARY LINE OF BUSINESS

**PRODUCT LINE EMPHASIS:** Please write in the percentage of your total sales dollars generated by each of the following product classifications. Must equal 100%.

**SUBMIT ALL PAGES OF THIS APPLICATION TO APPLY FOR MEMBERSHIP.**

\_\_\_\_\_ % Fabricating – Processes that bend or weld metal

\_\_\_\_\_ % Aluminum – All aluminum products

\_\_\_\_\_ % Copper & Brass – All copper and brass products

\_\_\_\_\_ % Flat Rolled – HR and CR coil, sheets, galvanized, expanded metal

\_\_\_\_\_ % Bar – HR and CF carbon or alloy bars, tool steel, drill rod, ground flats

\_\_\_\_\_ % Tubing – Welded, seamless, carbon or alloy pipe and tubing

\_\_\_\_\_ % Stainless – All stainless products

\_\_\_\_\_ % Plates & Shapes – Structural, plates

\_\_\_\_\_ % Other – Specify \_\_\_\_\_

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**PRIMARY LINE OF BUSINESS**  
(Choose Only One)

- Aluminum – All Products
- Aluminum Bar
- Aluminum Extrusions
- Aluminum Flat Rolled
- Aluminum Plates & Shapes
- Aluminum Tube & Pipe
- Carbon – All Products
- Carbon Bar
- Carbon Flat Rolled
- Carbon Nickel Alloy
- Carbon Plates & Shapes
- Carbon Tool Steel
- Carbon Tube & Pipe
- General Line
- Stainless – All Products
- Stainless Bar
- Stainless Flat Rolled
- Stainless Nickel Alloy
- Stainless Plates & Shapes
- Stainless Tool Steel
- Stainless Tube & Pipe

**SECONDARY LINE OF BUSINESS - OPTIONAL**  
(Choose Only One)

- Aluminum – All Products
- Aluminum Bar
- Aluminum Extrusions
- Aluminum Flat Rolled
- Aluminum Plates & Shapes
- Aluminum Tube & Pipe
- Carbon – All Products
- Carbon Bar
- Carbon Flat Rolled
- Carbon Nickel Alloy
- Carbon Plates & Shapes
- Carbon Tool Steel
- Carbon Tube & Pipe
- General Line
- Stainless – All Products
- Stainless Bar
- Stainless Flat Rolled
- Stainless Nickel Alloy
- Stainless Plates & Shapes
- Stainless Tool Steel
- Stainless Tube & Pipe

### PRODUCTS OR SERVICES SOLD

**PRODUCTS OR SERVICES SOLD:** The annual dues of each active member are based upon gross dollar sales from service center stocks of a specified list of carbon, alloy, stainless and aluminum products, excluding direct shipments from mills to customers. The current list of these products is shown below. Please check off all products you market. Products and services are listed in the PDF member directories and are also available to the public, your potential customers, through MSCl’s searchable online directory.

**SUBMIT ALL PAGES OF THIS APPLICATION TO APPLY FOR MEMBERSHIP.**

**ALLOY**

- Cold Finished Bar
- Cold Rolled Sheet, Strip & Coil
- Electrical Sheets & Strips
- Expanded Metal
- Extruded
- Hot Rolled Sheet, Strip & Coil
- Hot Rolled Bar & Light Shapes
- Oil Country Goods, incl. Alloy Pipe
- Pipe
- Plate
- Spring Steel
- Structural
- Tool Steel, incl. Drill Rod
- Tubing, Mechanical or Pressure
- Wire Drawn
- Wire Rod

**CARBON**

- All other coated sheets & strip, incl. organic & metallic coating
- Aluminized Sheet & Coil
- Cold Finished Bars
- Cold Rolled Flat Wire
- Cold Rolled Sheets, Strip & Coil
- Electrical Sheets & Strip
- Enameling Steel
- Expanded Steel
- Extruded
- Hot Dip & Electrolytic Galv/Sht/Strip incl. Corrugated Mansard Coil
- Grating
- Hollow Structural – Pipe/Tubing
- Hot Rolled, Forged, Plain, Galv Bar
- Hot Rolled Sheets, Strip & Coil
- Mechanical Tubing
- Oil Country Tubular Goods
- Patterned Steel, incl. Embossed
- Perforated Steel
- Pilings-H, Pipe or Sheet
- Plates-U.M. & Sheared, Floor Plates & Sheets
- Pressure Tubing
- Reinforcing Bar (non-fabricated)
- Roll Form Products
- Roofing Terne
- Spring Steel
- Semi-Finished, Billets, Skelp
- Structural/Welded Section, Beams, Channels, Angles, etc.
- Tin Plate & Tin Mill Black Plate
- Tool Steel, incl. Drill Rod
- Wire Drawn
- Wire Rods

**ALUMINUM**

- Extrusions
- Plate – Heat Treat
- Plate – Non Heat Treat
- Rod/Bar/Wire

- Shapes
- Sheet – Heat Treat
- Sheet – Non Heat Treat
- Sheets – Corrugated & Other Roofing & Siding
- Structural
- Tubing

**STAINLESS**

- Cold Finished Bar
- Cold Finished Sheet, Strip & Coil
- Expanded Metal
- Extruded
- Fittings & Flanges
- Flat Bar Cut from Plate
- Hot Rolled Bar & Light Shapes
- Hot Rolled Sheets, Strip & Coil
- Pipe & Tubing
- Plate
- Stainless & Alloy Pipe
- Structural
- Wire Drawn
- Wire Rods

**SERVICES**

- Annealing
- Milling
- Beam Splitting
- Painting
- Bending/Forming
- Pickling
- Beveling
- Plasma Cutter
- Buffering
- Plate Burning
- Burning
- Plate Sawing
- Cambering
- Polishing
- Coating
- Press Brake
- Drill
- Roll Form
- Edge-Conditioning
- Sand Blasting
- Edging
- Saw
- Electrogalvanizing
- Shear
- Embossing
- Slitter
- Fabricating
- Turning
- Flame Cutter
- Welding
- Grinding
- Heat Treat
- Ironworker
- Laser Cutter
- Lathe-Turret or Other
- Cut-to-Length: Leveler or Blanking Line



**ACTIVE MEMBERSHIP AS DEFINED IN MSCI'S BY-LAWS**

ARTICLE I Section 1.2. Qualifications for Membership.

(a) Active Members. All persons who signed the certificate of incorporation of the Institute shall be Active Members, and any corporation, partnership or sole proprietorship in the United States, Canada or Mexico engaged in the metals service center industry and who possess the proper qualifications as adopted by the Board of Directors from time to time shall be eligible for Active Membership.

Each Active Member shall appoint one of its officers, directors, partners or employees as the representative of such member and such representative shall vote and act for such member in all the affairs of the Institute. Any such representative may be changed at any time by a written notice delivered to the Secretary of the Institute.

**HOW ACTIVE MEMBERSHIP DUES ARE ESTABLISHED**

Article VIII, Section 8.1, of the Institute's By-Laws provides:

"Each Active Member shall pay annual dues based upon the gross sales of such member and any controlled subsidiary from service center stocks of those carbon, alloy, aluminum, stainless steel or other metals which are, from time to time, designated by resolution passed by a majority of all of the Directors, excluding, however, sales of fabricated reinforcing bars, and manufactured wire products. "Gross sales" for purposes of this Section 8.1 shall be deemed to include processing charges on customer-owned material, as well as the value of work-order shipments and sales of extrusions, expanded, perforated, patterned, and embossed products and grating and formed products. The annual dues shall be based upon such gross sales during the most recently complete four quarters preceding the date on which such dues shall become due and payable. Dues shall be billed at rates established by the Directors at the Fall meeting in November of each year. Members shall report each year on the gross sales of their metals products subject to dues. A letter from the member's auditor may be substituted for a letter from the member."

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Applicant certifies that the foregoing information is correct to the best of its knowledge and information.

Printed Name: \_\_\_\_\_ Signature: \_\_\_\_\_

Applicant Company Name: \_\_\_\_\_

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**MEMBERSHIP ACTIONS:**

Approved by the \_\_\_\_\_ Chapter on \_\_\_\_\_  
Date

Chapter Officer \_\_\_\_\_  
Signature

**Chapter President: Please fax this form within 7 business days to (847) 485-3001.**

Approved by the MSCI Executive Committee or Board of Directors on \_\_\_\_\_  
Date

Secretary \_\_\_\_\_  
Signature

Proxy Vote (Please check this box if the applicant is being approved by proxy)

**SUBMIT ALL PAGES OF THIS APPLICATION TO APPLY FOR MEMBERSHIP.**



## MSCI MEMBERSHIP GUIDELINES

As an ongoing and annual condition of membership in MSCI, all members (irrespective of their category) are expected to fulfill and comply with all policy statements and guidelines (“Guidelines”). While the entirety of those Guidelines can be found and reviewed on the MSCI website ([www.msci.org](http://www.msci.org)), examples of those Guidelines include, but are not limited to:

- If a member receives or subscribes to certain MSCI data reports whose access is restricted within their member companies (and may not be distributed or disseminated to third parties), then the member may forfeit the right to continue to receive said reports (or membership may be revoked) if such improper disclosures are made;
- MSCI has a strong commitment to antitrust compliance (an example of one of the Institute’s policy statements is attached hereto) and all members are expected to comply with said anti-trust policies at MSCI sponsored events and conferences. Failure to do so may result in revocation of membership in the Institute;
- All members in leadership positions within the Institute (e.g., the Board of Directors, Chapter Officers & Directors, Council members, etc.) are expected to comply with a Code of Conduct in connection with their duties. If representatives of members or their guests do not comply with that Code of Conduct with respect to their interactions with other members or MSCI staff, then MSCI reserves the right upon proper notification to suspend membership privileges upon violations of this Code of Conduct;
- All members are expected to insure that representatives of their companies adhere to MSCI policies on the proper use of MSCI intellectual property, including MSCI trademarks and logos;
- Conference registrations include certain requirements (e.g., no recording or videotaping; proper display of registration badges at all times for members and guests) for both member representatives and their guests (e.g., spouses). In addition, many of our hotel conference host properties and hotels post their own set of guidelines. Refusal to abide by these regulations may result in suspension of conference or membership privileges.

Prior to submitting your annual dues for membership, MSCI encourages members and prospective members to review these various policies, some of which are outlined above. If a member or potential member applicant company has any questions about these policies or Guidelines, some of which are outlined above, please feel free to contact an MSCI staff member.

Thank you for your continued interest and participation in the Metals Service Center Institute, the premier metals trade association in North America. With your continued involvement and support, MSCI can continue to expand its prominence in the coming year.



## 2019 DUES SCHEDULE

### Active Members

#### Active Members

Up to \$20 Million in net sales	\$3,870	+\$700 per branch location
\$20 to \$50 Million	\$5,780	+\$700 per branch location
\$50 to \$100 Million	\$7,730	+\$700 per branch location
\$100 to \$200 Million	\$15,710	+\$700 per branch location
\$200 to \$300 Million	\$18,330	+\$700 per branch location
\$300 to \$400 Million	\$20,960	+\$700 per branch location
\$400 to \$500 Million	\$23,590	+\$700 per branch location
\$500 to \$600 Million	\$26,220	+\$700 per branch location
\$600 Million to \$1 Billion	\$28,840	+\$700 per branch location
\$1 Billion to \$1.5 Billion	\$34,650	+\$700 per branch location
\$1.5 Billion to \$2 Billion	\$40,430	+\$700 per branch location
Over \$2 Billion	\$46,210	+\$700 per branch location

**Guidelines for Active Membership.** A potential applicant for membership must have a minimum of \$2,000,000 in annual sales, or a minimum inventory of \$500,000 in industrial metal products, and must have been in business for at least two (2) years. This guideline does not apply to service center operations that have been in the metals service center business for over two years, where there has been no interruption in the operations even though there may be new ownership. The company's inventory must be stocked for resale and the value declared must exclude consigned material. It is not required that the applicant own the physical facility or property on which the service center is located. In addition, a potential applicant for membership must possess the appropriate on-site, power driven cutting equipment and material handling equipment.

As a part of the determination of the annual dues calculation for Active Members, a stocking location is a warehouse, cross-docking facility, depot or material processing center with a minimum of \$2,000,000 in yearly sales or an inventory of at least \$500,000. In addition to the base dues described above, every company stocking location must pay the stocking location fee, regardless of where they are located. For example, for any location in which the HQ office and the warehouse are in the same building, a stocking location fee applies thus making the minimum dues \$4,265. Sales offices and corporate offices located in office parks distinct from stocking locations are not considered stocking locations.

**Dues Schedule.** Schedules for Active, Associate, Affiliate and International members are reviewed yearly by the Budget and Executive Committees prior to recommendation to the Board of Directors during the November meeting.



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Rolling Meadows, Illinois 60008-2025  
847-485-3000 Voice 847-485-3001 Fax  
www.mscl.org

## 2019 ASSOCIATE MEMBERSHIP APPLICATION

(Please Type or Print Clearly)

The applicant is a  Metal Producer

The company stated below hereby applies for Associate Membership in the Metals Service Center Institute and agrees to abide by its Constitution, By-Laws and membership guidelines. In support of its application, the Company represents that it is engaged in the production and/or finishing of the industrial metal products checked on this form for sale to and distributed by metals service centers.

This application can only be approved by the Board of the MSCI or the Executive Committee at their full discretion and assumes that all representations made herein are truthful and accurate. No person affiliated with the MSCI can approve membership and only after the Board communicates its decision will the applicant be deemed a member in good standing and then only upon the receipt of the dues appropriate for the year in which application are made are received by MSCI. If applicant is admitted to membership, MSCI reserves the right to rescind membership if applicant fails to comply with then existing by-laws and any other internal regulations of MSCI.

Date: \_\_\_\_\_ **IMPORTANT** – Referred by: \_\_\_\_\_

Corporate Name: \_\_\_\_\_

Name of marketing identity, if different from above: \_\_\_\_\_

Street Address: \_\_\_\_\_ County: \_\_\_\_\_

City, State/Province, Zip/Postal Code: \_\_\_\_\_

PO Box, City, State/Province, Zip/Postal Code: \_\_\_\_\_

Phone Number: \_\_\_\_\_ Toll Free Number: \_\_\_\_\_

Fax Number: \_\_\_\_\_ Website: \_\_\_\_\_

General Email (listed on website and membership directories): \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name<sup>\*\*</sup>: \_\_\_\_\_ Title: \_\_\_\_\_

Email: \_\_\_\_\_

**\*\***This person will be the Key Contact. The Key Contact receives information about membership, including the dues invoice.

### ORGANIZATIONAL STRUCTURE

The applicant is a  Public Corporation  Privately Held Corporation  Limited Partnership  Other

Year Established: \_\_\_\_\_ No. of Employees: \_\_\_\_\_

Major Customers among MSCI Members (required, kept confidential)

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**SUBMIT ALL PAGES OFF THIS APPLICATION TO APPLY FOR MEMBERSHIP.**

# HEADQUARTERS KEY PERSONNEL

## TITLE AND E-MAIL ADDRESSES REQUIRED

### ADMINISTRATION (President, CEO, etc.)

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

### ADMINISTRATIVE ASSISTANT

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

### FINANCE

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

### HUMAN RESOURCES

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

### MARKETING

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

### OPERATIONS

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

### PURCHASING

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

### QUALITY

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

### TRAINING

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

### INSIDE SALES

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

### OUTSIDE SALES

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

### SAFETY

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

**SUBMIT ALL PAGES OF THIS APPLICATION TO APPLY FOR MEMBERSHIP.**

## ADDITIONAL LOCATIONS

Local dues or assessments are levied by individual chapters separately from national dues. **Photocopy form for more locations.**

### LOCATION 1

Company Name: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Phone: \_\_\_\_\_ Fax: \_\_\_\_\_

Location Contact: \_\_\_\_\_ Title: \_\_\_\_\_

Contact Email: \_\_\_\_\_

Primary Line of Business (refer to page 4): \_\_\_\_\_ No. of Employees: \_\_\_\_\_

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### LOCATION 2

Company Name: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Phone: \_\_\_\_\_ Fax: \_\_\_\_\_

Location Contact: \_\_\_\_\_ Title: \_\_\_\_\_

Contact Email: \_\_\_\_\_

Primary Line of Business (refer to page 4): \_\_\_\_\_ No. of Employees: \_\_\_\_\_

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### LOCATION 3

Company Name: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Phone: \_\_\_\_\_ Fax: \_\_\_\_\_

Location Contact: \_\_\_\_\_ Title: \_\_\_\_\_

Contact Email: \_\_\_\_\_

Primary Line of Business (refer to page 4): \_\_\_\_\_ No. of Employees: \_\_\_\_\_

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### LOCATION 4

Company Name: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Phone: \_\_\_\_\_ Fax: \_\_\_\_\_

Location Contact: \_\_\_\_\_ Title: \_\_\_\_\_

Contact Email: \_\_\_\_\_

Primary Line of Business (refer to page 4): \_\_\_\_\_ No. of Employees: \_\_\_\_\_

**SUBMIT ALL PAGES OF THIS APPLICATION TO APPLY FOR MEMBERSHIP.**

## PRODUCT LINE EMPHASIS & PRIMARY AND SECONDARY LINE OF BUSINESS

**PRODUCT LINE EMPHASIS:** Please write in the percentage of your total sales dollars generated by each of the following product classifications. Must equal 100%.

**SUBMIT ALL PAGES OF THIS APPLICATION TO APPLY FOR MEMBERSHIP.**

- \_\_\_\_\_ % Fabricating – Processes that bend or weld metal
- \_\_\_\_\_ % Aluminum – All aluminum products
- \_\_\_\_\_ % Copper & Brass – All copper and brass products
- \_\_\_\_\_ % Flat Rolled – HR and CR coil, sheets, galvanized, expanded metal
- \_\_\_\_\_ % Bar – HR and CF carbon or alloy bars, tool steel, drill rod, ground flats
- \_\_\_\_\_ % Tubing – Welded, seamless, carbon or alloy pipe and tubing
- \_\_\_\_\_ % Stainless – All stainless products
- \_\_\_\_\_ % Plates & Shapes – Structural, plates
- \_\_\_\_\_ % Other – Specify

**PRIMARY LINE OF BUSINESS**

(Choose Only One)

- Aluminum – All Products
- Aluminum Bar
- Aluminum Extrusions
- Aluminum Flat Rolled
- Aluminum Plates & Shapes
- Aluminum Tube & Pipe
- Carbon – All Products
- Carbon Bar
- Carbon Flat Rolled
- Carbon Nickel Alloy
- Carbon Plates & Shapes
- Carbon Tool Steel
- Carbon Tube & Pipe
- General Line
- Stainless – All Products
- Stainless Bar
- Stainless Flat Rolled
- Stainless Nickel Alloy
- Stainless Plates & Shapes
- Stainless Tool Steel
- Stainless Tube & Pipe

**SECONDARY LINE OF BUSINESS - OPTIONAL**

(Choose Only One)

- Aluminum – All Products
- Aluminum Bar
- Aluminum Extrusions
- Aluminum Flat Rolled
- Aluminum Plates & Shapes
- Aluminum Tube & Pipe
- Carbon – All Products
- Carbon Bar
- Carbon Flat Rolled
- Carbon Nickel Alloy
- Carbon Plates & Shapes
- Carbon Tool Steel
- Carbon Tube & Pipe
- General Line
- Stainless – All Products
- Stainless Bar
- Stainless Flat Rolled
- Stainless Nickel Alloy
- Stainless Plates & Shapes
- Stainless Tool Steel
- Stainless Tube & Pipe

## PRODUCTS SOLD

**PRODUCTS OR SERVICES SOLD:** Please check off all products you market. Products and services are listed in the PDF member directories and are also available to the public, your potential customers, through MSCI's searchable online directory.

**SUBMIT ALL PAGES OF THIS APPLICATION TO APPLY FOR MEMBERSHIP.**

### ALLOY

- Cold Finished Bar
- Cold Rolled Sheet, Strip & Coil
- Electrical Sheets & Strips
- Expanded Metal
- Extruded
- Hot Rolled Sheet, Strip & Coil
- Hot Rolled Bar & Light Shapes
- Oil Country Goods, incl. Alloy Pipe
- Pipe
- Plate
- Spring Steel
- Structural
- Tool Steel, incl. Drill Rod
- Tubing, Mechanical or Pressure
- Wire Drawn
- Wire Rod

### CARBON

- All other coated sheets & strip, incl. organic & metallic coating
- Aluminized Sheet & Coil
- Cold Finished Bars
- Cold Rolled Flat Wire
- Cold Rolled Sheets, Strip & Coil
- Electrical Sheets & Strip
- Enameling Steel
- Expanded Steel
- Extruded
- Hot Dip & Electrolytic Galv/Sht/Strip incl. Corrugated Mansard Coil
- Grating
- Hollow Structural – Pipe/Tubing
- Hot Rolled, Forged Plain, Galv Bar
- Hot Rolled Sheets, Strip & Coil
- Mechanical Tubing
- Patterned Steel, incl. Embossed
- Perforated Steel
- Pilings-H, Pipe or Sheet
- Plates-U.M. & Sheared, Floor Plates & Sheets
- Pressure Tubing
- Reinforcing Bar (non-fabricated)
- Roll Form Products
- Roofing Terne
- Spring Steel
- Semi-Finished, Billets, Skelp
- Structural/Welded Section, Beams, Channels, Angles, etc.
- Tin Plate & Tin Mill Black Plate
- Tool Steel, incl. Drill Rod
- Wire Drawn
- Wire Rods

### ALUMINUM

- Extrusions
- Plate – Heat Treat
- Plate – Non Heat Treat
- Rod/Bar/Wire
- Shapes
- Sheet – Heat Treat
- Sheet – Non Heat Treat
- Sheets – Corrugated & Other Roofing & Siding
- Structural
- Tubing

### STAINLESS

- Cold Finished Bar
- Cold Finished Sheet, Strip & Coil
- Expanded Metal
- Extruded
- Fittings & Flanges
- Flat Bar Cut from Plate
- Hot Rolled Bar & Light Shapes
- Hot Rolled Sheets, Strip & Coil
- Pipe & Tubing
- Plate
- Stainless & Alloy Pipe
- Structural
- Wire Drawn
- Wire Rods



## ASSOCIATE MEMBERSHIP AS DEFINED IN THE INSTITUTE'S BY-LAWS

ARTICLE I Section 1.2. Qualifications for Membership.

**(b) Associate Members.** Any corporation, partnership, sole proprietorship or individual with facilities in the United States, Canada or Mexico engaged for their own account in the production of one or more of the metals products upon which Active Member dues of this Institute are based shall be eligible for Associate Membership provided, however, that the membership of any corporation, partnership, sole proprietorship or individual admitted to Associate Membership prior to any change in the designation of products upon which Active Membership dues are based, shall be unaffected by such change.

### HOW ASSOCIATE MEMBERSHIP DUES ARE ESTABLISHED

Article VIII, Section 8.2, of the Institute's By-Laws provides:

Each Associate Member and Affiliate Member shall pay such dues as shall be determined by the Directors to be fair and equitable for such member, considering all the circumstances.

Annual dues for Associate Members are established by the Board of Directors of the Institute. Associate members admitted to membership during the course of a fiscal year pay dues prorated to December 31.

---

Applicant certifies that the foregoing information is correct to the best of its knowledge and information.

Printed Name: \_\_\_\_\_ Signature: \_\_\_\_\_

Applicant Company Name: \_\_\_\_\_

Approved by the MSCI Executive Committee or Board of Directors on \_\_\_\_\_  
Date

Signed \_\_\_\_\_  
Secretary

Proxy Vote (Please check this box if the applicant is being approved by proxy)

### 2019 DUES SCHEDULE

#### Associate Member

Under \$5 Million in gross steel, copper/brass and/or aluminum sales to North American service centers	\$6,660	+\$700 per production facility
\$5 to \$100 Million	\$9,920	+\$700 per production facility
\$100 to \$250 Million	\$13,490	+\$700 per production facility
\$250 to \$500 Million	\$23,780	+\$700 per production facility
\$500 to \$750 Million	\$27,340	+\$700 per production facility
\$750 Million to \$1 Billion	\$30,900	+\$700 per production facility
Over \$1 Billion	\$34,480	+\$700 per production facility

**Guidelines for Associate Membership.** Companies in the United States, Canada or Mexico producing metal to be resold by service centers. Associate members must own and have active manufacturing or finishing facilities in the United States, Canada or Mexico producing metals for resale to service centers. District sales managers of Associate members are placed on both national and chapter mailing lists.

As a part of the determination of the annual dues calculation for Associate Members, a production facility is defined as one geographic location in North America that performs any type of metal production or processing for shipments to service centers – melting, smelting and casting, extruding, rolling, heat-treating, pickling, galvanizing, blanking, slitting, or any other production or processing of owned material. Each separate location is considered a production facility. Sales offices and corporate offices located in office parks distinct from manufacturing or processing facilities are not considered a production facility. A depot or stocking location is also not considered a production facility.

**Dues Schedule.** Schedules for Active, Associate, Affiliate and International members are reviewed yearly by the Budget and Executive Committees prior to recommendation to the Board of Directors during the November meeting.

**SUBMIT ALL PAGES OF THIS APPLICATION TO APPLY FOR MEMBERSHIP.**



## MSCI MEMBERSHIP GUIDELINES

As an ongoing and annual condition of membership in MSCI, all members (irrespective of their category) are expected to fulfill and comply with all policy statements and guidelines (“Guidelines”). While the entirety of those Guidelines can be found and reviewed on the MSCI website ([www.msci.org](http://www.msci.org)), examples of those Guidelines include, but are not limited to:

- If a member receives or subscribes to certain MSCI data reports whose access is restricted within their member companies (and may not be distributed or disseminated to third parties), then the member may forfeit the right to continue to receive said reports (or membership may be revoked) if such improper disclosures are made;
- MSCI has a strong commitment to antitrust compliance (an example of one of the Institute’s policy statements is attached hereto) and all members are expected to comply with said anti-trust policies at MSCI sponsored events and conferences. Failure to do so may result in revocation of membership in the Institute;
- All members in leadership positions within the Institute (e.g., the Board of Directors, Chapter Officers & Directors, Council members, etc.) are expected to comply with a Code of Conduct in connection with their duties. If representatives of members or their guests do not comply with that Code of Conduct with respect to their interactions with other members or MSCI staff, then MSCI reserves the right upon proper notification to suspend membership privileges upon violations of this Code of Conduct;
- All members are expected to insure that representatives of their companies adhere to MSCI policies on the proper use of MSCI intellectual property, including MSCI trademarks and logos;
- Conference registrations include certain requirements (e.g., no recording or videotaping; proper display of registration badges at all times for members and guests) for both member representatives and their guests (e.g., spouses). In addition, many of our hotel conference host properties and hotels post their own set of guidelines. Refusal to abide by these regulations may result in suspension of conference or membership privileges.

Prior to submitting your annual dues for membership, MSCI encourages members and prospective members to review these various policies, some of which are outlined above. If a member or potential member applicant company has any questions about these policies or Guidelines, some of which are outlined above, please feel free to contact an MSCI staff member.

Thank you for your continued interest and participation in the Metals Service Center Institute, the premier metals trade association in North America. With your continued involvement and support, MSCI can continue to expand its prominence in the coming year.



4201 Euclid Avenue  
Rolling Meadows, Illinois 60008-2025  
847-485-3000 Voice 847-485-3001 Fax  
www.msci.org

### 2019 AFFILIATE MEMBERSHIP APPLICATION

(Please Type or Print Clearly)

The applicant is a  Financial or Management Services Co.  
 Other (Specify): \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The company below hereby applies for Affiliate Membership in the Metals Service Center Institute and agrees to abide by its Constitution, By-Laws and membership guidelines. In support of its application, the company below represents that it is engaged in material processing or providing other services to metals service centers and/or metals producers. Affiliate Members, by definition, cannot maintain owned or consigned inventory of metal products for resale; unless the inventory is of products upon which dues are not based [fabricated reinforcing bars, and manufactured wire products].

This application can only be approved by the Board of the MSCI or the Executive Committee at their full discretion and assumes that all representations made herein are truthful and accurate. No person affiliated with the MSCI can approve membership and only after the Board communicates its decision will the applicant be deemed a member in good standing and then, only upon the receipt of appropriate dues. If applicant is admitted to membership, MSCI reserves the right to rescind membership if applicant fails to comply with then existing by-laws and any other internal regulations of MSCI.

Date: \_\_\_\_\_ **IMPORTANT** – Referred by: \_\_\_\_\_

Corporate Name: \_\_\_\_\_

Name of marketing identity, if different from above: \_\_\_\_\_

Street Address: \_\_\_\_\_ County: \_\_\_\_\_

City, State/Province, Zip/Postal Code: \_\_\_\_\_

PO Box, City, State/Province, Zip/Postal Code: \_\_\_\_\_

Phone Number: \_\_\_\_\_ Toll Free Number: \_\_\_\_\_

Fax Number: \_\_\_\_\_ Website: \_\_\_\_\_

General Email (listed on website and PDF directories): \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name\*\*: \_\_\_\_\_ Title: \_\_\_\_\_

Email: \_\_\_\_\_

\*\*This person will be the Key Contact. The Key Contact receives information about membership, including the dues invoice.

#### PROCESSING, PRODUCTS AND OTHER SERVICES

The products and services listed below are those generally offered by MSCI Affiliate members to the service center and/or producer members of MSCI. Other products and services may or may not be approved by the Board of Directors. Please put a check next to the product(s) and service(s) that you currently offer.

- |                                     |   |  |   |  |   |                                |
|-------------------------------------|---|--|---|--|---|--------------------------------|
| <input type="checkbox"/> Burning    | <input type="checkbox"/> Cutting        | <input type="checkbox"/> Heat Treating     | <input type="checkbox"/> Mat'l. Storage | <input type="checkbox"/> Raw Materials | <input type="checkbox"/> Software         | <input type="checkbox"/> Other |
| <input type="checkbox"/> Cambering  | <input type="checkbox"/> Equip. Mfr.    | <input type="checkbox"/> Leveling          | <input type="checkbox"/> Painting       | <input type="checkbox"/> Recycling     | <input type="checkbox"/> Toll Processor   |                                |
| <input type="checkbox"/> Coating    | <input type="checkbox"/> Financial Svcs | <input type="checkbox"/> Logistics         | <input type="checkbox"/> Pickling       | <input type="checkbox"/> Safety        | <input type="checkbox"/> Waste Management |                                |
| <input type="checkbox"/> Consulting | <input type="checkbox"/> Grinding       | <input type="checkbox"/> Material Handling | <input type="checkbox"/> Polishing      | <input type="checkbox"/> Slitting      | <input type="checkbox"/> Welding          |                                |

Description of consulting services, software or other products offered:

\_\_\_\_\_  
\_\_\_\_\_

**SUBMIT ALL PAGES OF THIS APPLICATION TO APPLY FOR MEMBERSHIP.**

## CORPORATE INFORMATION

Year company began operating as a provider of these services: \_\_\_\_\_

Year Established: \_\_\_\_\_ No. of Employees: \_\_\_\_\_

This applicant is a Public Corporation Privately Held Corporation Partnership Other

Interests in MSCI: Advocacy/Gov't Affairs Chapter Activities Education/Training Conferences Networking Research

The applicant is affiliated with or a division of: \_\_\_\_\_

Major customers among MSCI Active Members (required, kept confidential): \_\_\_\_\_

### PRIMARY LINE OF BUSINESS

(Choose Only One)

- Consulting
- Equipment Manufacturer (Cutting, Sawing, etc.)
- Equipment Manufacturer (Maintenance)
- Equipment Manufacturer (Material Handling)
- Financial Services
- Logistics Provider
- Other – Describe \_\_\_\_\_
- Raw Materials
- Recycling
- Safety
- Software
- Toll Processing
- Trucking/Transportation
- Waste Management
- Welding

### SECONDARY LINE OF BUSINESS

(Choose Only One)

- Consulting
- Equipment Manufacturer (Cutting, Sawing, etc.)
- Equipment Manufacturer (Maintenance)
- Equipment Manufacturer (Material Handling)
- Financial Services
- Logistics Provider
- Other – Describe \_\_\_\_\_
- Raw Materials
- Recycling
- Safety
- Software
- Toll Processing
- Trucking/Transportation
- Waste Management
- Welding

**SUBMIT ALL PAGES OF THIS APPLICATION TO APPLY FOR MEMBERSHIP.**

## HEADQUARTERS KEY PERSONNEL

### ADMINISTRATION (President, CEO, etc.)

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

### ADMINISTRATIVE ASSISTANT

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

### FINANCE

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

### HUMAN RESOURCES

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

### MARKETING

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

### OPERATIONS

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

### PURCHASING

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

### QUALITY

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

### TRAINING

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

### INSIDE SALES

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

### OUTSIDE SALES

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

### SAFETY

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

**SUBMIT ALL PAGES OF THIS APPLICATION TO APPLY FOR MEMBERSHIP.**

## ADDITIONAL LOCATIONS

**Photocopy form for more locations.**

### LOCATION 1

Company Name: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Phone: \_\_\_\_\_ Fax: \_\_\_\_\_

Location Contact: \_\_\_\_\_ Title: \_\_\_\_\_

Contact Email: \_\_\_\_\_

Primary Line of Business (refer to page 4): \_\_\_\_\_ No. of Employees: \_\_\_\_\_

---

### LOCATION 2

Company Name: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Phone: \_\_\_\_\_ Fax: \_\_\_\_\_

Location Contact: \_\_\_\_\_ Title: \_\_\_\_\_

Contact Email: \_\_\_\_\_

Primary Line of Business (refer to page 4): \_\_\_\_\_ No. of Employees: \_\_\_\_\_

---

### LOCATION 3

Company Name: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Phone: \_\_\_\_\_ Fax: \_\_\_\_\_

Location Contact: \_\_\_\_\_ Title: \_\_\_\_\_

Contact Email: \_\_\_\_\_

Primary Line of Business (refer to page 4): \_\_\_\_\_ No. of Employees: \_\_\_\_\_

---

### LOCATION 4

Company Name: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Phone: \_\_\_\_\_ Fax: \_\_\_\_\_

Location Contact: \_\_\_\_\_ Title: \_\_\_\_\_

Contact Email: \_\_\_\_\_

Primary Line of Business (refer to page 4): \_\_\_\_\_ No. of Employees: \_\_\_\_\_

**SUBMIT ALL PAGES OF THIS APPLICATION TO APPLY FOR MEMBERSHIP.**

**HOW AFFILIATE MEMBERSHIP IS DEFINED IN THE INSTITUTE'S BY-LAWS**

ARTICLE I Section 1.2. Qualifications for Membership.

*(c) **Affiliate Members.** Companies who provide cutting, coating, heat treating processing, finishing and other products and services to Active and Associate Members and who possess the proper qualifications as adopted by the Board of Directors from time to time (as long as the organization maintains no owned inventory of metals products upon which dues are based) may be admitted to Affiliate Membership in the Institute pursuant to Section 1.3 of these By-Laws. Affiliate Members, by definition, cannot maintain owned or consigned inventory of metal products for resale; unless the inventory is of products upon which dues are not based.*

**HOW AFFILIATE MEMBERSHIP DUES ARE ESTABLISHED**

*Each Associate Member and Affiliate Member shall pay such dues as shall be determined by the Directors to be fair and equitable for such member, considering all the circumstances.*

Annual dues for Affiliate Members are established by the Board of Directors of the Institute. Affiliate Members admitted to membership during the course of a fiscal year pay dues prorated from January 1.

Applicant certifies that the foregoing information is correct to the best of its knowledge and information.

Printed Name: \_\_\_\_\_ Signature: \_\_\_\_\_

Applicant Company Name: \_\_\_\_\_

Approved by the MSCI Executive Committee or Board of Directors on \_\_\_\_\_  
Date

Signed \_\_\_\_\_  
Secretary

Proxy Vote (Please check this box if the applicant is being approved by proxy)

**2019 DUES SCHEDULE**

**Affiliate Membership**

All Affiliate Members \$7,000

**SUBMIT ALL PAGES OF THIS APPLICATION TO APPLY FOR MEMBERSHIP.**



## MSCI MEMBERSHIP GUIDELINES

As an ongoing and annual condition of membership in MSCI, all members (irrespective of their category) are expected to fulfill and comply with all policy statements and guidelines (“Guidelines”). While the entirety of those Guidelines can be found and reviewed on the MSCI website ([www.msci.org](http://www.msci.org)), examples of those Guidelines include, but are not limited to:

- If a member receives or subscribes to certain MSCI data reports whose access is restricted within their member companies (and may not be distributed or disseminated to third parties), then the member may forfeit the right to continue to receive said reports (or membership may be revoked) if such improper disclosures are made;
- MSCI has a strong commitment to antitrust compliance (an example of one of the Institute’s policy statements is attached hereto) and all members are expected to comply with said anti-trust policies at MSCI sponsored events and conferences. Failure to do so may result in revocation of membership in the Institute;
- All members in leadership positions within the Institute (e.g., the Board of Directors, Chapter Officers & Directors, Council members, etc.) are expected to comply with a Code of Conduct in connection with their duties. If representatives of members or their guests do not comply with that Code of Conduct with respect to their interactions with other members or MSCI staff, then MSCI reserves the right upon proper notification to suspend membership privileges upon violations of this Code of Conduct;
- All members are expected to insure that representatives of their companies adhere to MSCI policies on the proper use of MSCI intellectual property, including MSCI trademarks and logos;
- Conference registrations include certain requirements (e.g., no recording or videotaping; proper display of registration badges at all times for members and guests) for both member representatives and their guests (e.g., spouses). In addition, many of our hotel conference host properties and hotels post their own set of guidelines. Refusal to abide by these regulations may result in suspension of conference or membership privileges.

Prior to submitting your annual dues for membership, MSCI encourages members and prospective members to review these various policies, some of which are outlined above. If a member or potential member applicant company has any questions about these policies or Guidelines, some of which are outlined above, please feel free to contact an MSCI staff member.

Thank you for your continued interest and participation in the Metals Service Center Institute, the premier metals trade association in North America. With your continued involvement and support, MSCI can continue to expand its prominence in the coming year.





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847-485-3000 Voice 847-485-3001 Fax  
www.mscl.org

## 2019 ASSOCIATE TRADING ORGANIZATION MEMBERSHIP APPLICATION

(Please Type or Print Clearly)

The applicant is a  Metal Trading Organization

The company stated below hereby applies for Associate Trading Organization Membership in the Metals Service Center Institute and agrees to abide by its Constitution, By-Laws and membership guidelines. In support of its application, the Company represents that it is engaged in the trading of industrial metal products checked on this form for sale to and distribution by metals service centers. The company also maintains that the annual value of these trading transactions, in North America and from North America inventory, exceeds \$50,000,000.

This application can only be approved by the Board of the MSCI or the Executive Committee at their full discretion and assumes that all representations made herein are truthful and accurate. No person affiliated with the MSCI can approve membership and only after the Board communicates its decision will the applicant be deemed a member in good standing and then only upon the receipt of the dues appropriate for the year in which application are made are received by MSCI. If applicant is admitted to membership, MSCI reserves the right to rescind membership if applicant fails to comply with then existing by-laws and any other internal regulations of MSCI.

Date: \_\_\_\_\_ **IMPORTANT** – Referred by: \_\_\_\_\_

Corporate Name: \_\_\_\_\_

Name of marketing identity, if different from above: \_\_\_\_\_

Street Address: \_\_\_\_\_ County: \_\_\_\_\_

City, State/Province, Zip/Postal Code: \_\_\_\_\_

PO Box, City, State/Province, Zip/Postal Code: \_\_\_\_\_

Country: \_\_\_\_\_

Phone Number: \_\_\_\_\_ Toll Free Number: \_\_\_\_\_

Fax Number: \_\_\_\_\_ Website: \_\_\_\_\_

General Email (listed on website and membership directories): \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name<sup>\*\*</sup>: \_\_\_\_\_ Title: \_\_\_\_\_

Email: \_\_\_\_\_

**\*\***This person will be the Key Contact. The Key Contact receives information about membership, including the dues invoice.

### ORGANIZATIONAL STRUCTURE

The applicant is a  Public Corporation  Privately Held Corporation  Limited Partnership  Other

Year Established: \_\_\_\_\_ No. of Employees: \_\_\_\_\_

Major Customers among MSCI Members (required, kept confidential)

\_\_\_\_\_

\_\_\_\_\_

**SUBMIT ALL PAGES OF THIS APPLICATION TO APPLY FOR MEMBERSHIP.**

# HEADQUARTERS KEY PERSONNEL

TITLE AND E-MAIL ADDRESSES REQUIRED

## ADMINISTRATION (President, CEO, etc.)

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

## ADMINISTRATIVE ASSISTANT

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

## FINANCE

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

## HUMAN RESOURCES

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

## MARKETING

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

## OPERATIONS

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

## PURCHASING

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

## QUALITY

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

## TRAINING

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

## INSIDE SALES

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

## OUTSIDE SALES

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

## SAFETY

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Email Address: \_\_\_\_\_

**SUBMIT ALL PAGES OF THIS APPLICATION TO APPLY FOR MEMBERSHIP.**

## ADDITIONAL LOCATIONS

Local dues or assessments are levied by individual chapters separately from national dues. **Photocopy form for more locations.**

### LOCATION 1

Company Name: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Phone: \_\_\_\_\_ Fax: \_\_\_\_\_

Location Contact: \_\_\_\_\_ Title: \_\_\_\_\_

Contact Email: \_\_\_\_\_

Primary Line of Business (refer to page 4): \_\_\_\_\_ No. of Employees: \_\_\_\_\_

---

Company Name: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Phone: \_\_\_\_\_ Fax: \_\_\_\_\_

Location Contact: \_\_\_\_\_ Title: \_\_\_\_\_

Contact Email: \_\_\_\_\_

Primary Line of Business (refer to page 4): \_\_\_\_\_ No. of Employees: \_\_\_\_\_

---

### LOCATION 3

Company Name: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Phone: \_\_\_\_\_ Fax: \_\_\_\_\_

Location Contact: \_\_\_\_\_ Title: \_\_\_\_\_

Contact Email: \_\_\_\_\_

Primary Line of Business (refer to page 4): \_\_\_\_\_ No. of Employees: \_\_\_\_\_

---

### LOCATION 4

Company Name: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Phone: \_\_\_\_\_ Fax: \_\_\_\_\_

Location Contact: \_\_\_\_\_ Title: \_\_\_\_\_

Contact Email: \_\_\_\_\_

Primary Line of Business (refer to page 4): \_\_\_\_\_ No. of Employees: \_\_\_\_\_

**SUBMIT ALL PAGES OF THIS APPLICATION TO APPLY FOR MEMBERSHIP.**

## PRODUCT LINE EMPHASIS & PRIMARY AND SECONDARY LINE OF BUSINESS

**PRODUCT LINE EMPHASIS:** Please write in the percentage of your total sales dollars generated by each of the following product classifications. Must equal 100%.

**SUBMIT ALL PAGES OF THIS APPLICATION TO APPLY FOR MEMBERSHIP.**

\_\_\_\_\_ % Fabricating – Processes that bend or weld metal  
\_\_\_\_\_ % Aluminum – All aluminum products  
\_\_\_\_\_ % Copper & Brass – All copper and brass products  
\_\_\_\_\_ % Flat Rolled – HR and CR coil, sheets, galvanized, expanded metal  
\_\_\_\_\_ % Bar – HR and CF carbon or alloy bars, tool steel, drill rod, ground flats  
\_\_\_\_\_ % Tubing – Welded, seamless, carbon or alloy pipe and tubing  
\_\_\_\_\_ % Stainless – All stainless products  
\_\_\_\_\_ % Plates & Shapes – Structural, plates  
\_\_\_\_\_ % Other – Specify

### PRIMARY LINE OF BUSINESS (Choose Only One)

- Aluminum – All Products
- Aluminum Bar
- Aluminum Extrusions
- Aluminum Flat Rolled
- Aluminum Plates & Shapes
- Aluminum Tube & Pipe
- Carbon – All Products
- Carbon Bar
- Carbon Flat Rolled
- Carbon Nickel Alloy
- Carbon Plates & Shapes
- Carbon Tool Steel
- Carbon Tube & Pipe
- General Line
- Stainless – All Products
- Stainless Bar
- Stainless Flat Rolled
- Stainless Nickel Alloy
- Stainless Plates & Shapes
- Stainless Tool Steel
- Stainless Tube & Pipe

### SECONDARY LINE OF BUSINESS - OPTIONAL (Choose Only One)

- Aluminum – All Products
- Aluminum Bar
- Aluminum Extrusions
- Aluminum Flat Rolled
- Aluminum Plates & Shapes
- Aluminum Tube & Pipe
- Carbon – All Products
- Carbon Bar
- Carbon Flat Rolled
- Carbon Nickel Alloy
- Carbon Plates & Shapes
- Carbon Tool Steel
- Carbon Tube & Pipe
- General Line
- Stainless – All Products
- Stainless Bar
- Stainless Flat Rolled
- Stainless Nickel Alloy
- Stainless Plates & Shapes
- Stainless Tool Steel
- Stainless Tube & Pipe

## PRODUCTS SOLD

**PRODUCTS SOLD:** Please check off all products you market. Products are listed in the PDF member directories and are also available to the public, your potential customers, through MSCI's searchable online directory.

**SUBMIT ALL PAGES OF THIS APPLICATION TO APPLY FOR MEMBERSHIP.**

### ALLOY

- Cold Finished Bar
- Cold Rolled Sheet, Strip & Coil
- Electrical Sheets & Strips
- Expanded Metal
- Extruded
- Hot Rolled Sheet, Strip & Coil
- Hot Rolled Bar & Light Shapes
- Oil Country Goods, incl. Alloy Pipe
- Pipe
- Plate
- Spring Steel
- Structural
- Tool Steel, incl. Drill Rod
- Tubing, Mechanical or Pressure
- Wire Drawn
- Wire Rod

### CARBON

- All other coated sheets & strip, incl. organic & metallic coating
- Aluminized Sheet & Coil
- Cold Finished Bars
- Cold Rolled Flat Wire
- Cold Rolled Sheets, Strip & Coil
- Electrical Sheets & Strip
- Enameling Steel
- Expanded Steel
- Extruded
- Hot Dip & Electrolytic Galv/Sht/Strip incl. Corrugated Mansard Coil
- Grating
- Hollow Structural – Pipe/Tubing
- Hot Rolled, Forged Plain, Galv Bar
- Hot Rolled Sheets, Strip & Coil
- Mechanical Tubing
- Patterned Steel, incl. Embossed
- Perforated Steel
- Pilings-H, Pipe or Sheet
- Plates-U.M. & Sheared, Floor Plates & Sheets
- Pressure Tubing
- Reinforcing Bar (non-fabricated)
- Roll Form Products
- Roofing Terne
- Spring Steel
- Semi-Finished, Billets, Skelp
- Structural/Welded Section, Beams, Channels, Angles, etc.
- Tin Plate & Tin Mill Black Plate
- Tool Steel, incl. Drill Rod
- Wire Drawn
- Wire Rods

### ALUMINUM

- Extrusions
- Plate – Heat Treat
- Plate – Non Heat Treat
- Rod/Bar/Wire
- Shapes
- Sheet – Heat Treat
- Sheet – Non Heat Treat
- Sheets – Corrugated & Other Roofing & Siding
- Structural
- Tubing

### STAINLESS

- Cold Finished Bar
- Cold Finished Sheet, Strip & Coil
- Expanded Metal
- Extruded
- Fittings & Flanges
- Flat Bar Cut from Plate
- Hot Rolled Bar & Light Shapes
- Hot Rolled Sheets, Strip & Coil
- Pipe & Tubing
- Plate
- Stainless & Alloy Pipe
- Structural
- Wire Drawn
- Wire Rods

**HOW ASSOCIATE MEMBERSHIP IS DEFINED IN THE INSTITUTE’S BY-LAWS**

ARTICLE I Section 1.2. Qualifications for Membership.

*(b) **Associate Trading Organization Members.** Any corporation, partnership, sole proprietorship or individual organized in the United States, Canada or Mexico, with annual sales to North American service center members (Active members), from owned or consigned inventory in North America of at least \$50,000,000 per year, who sales force represents a non-North American corporation with a non-North American production facility or facilities engaged in the production of one or more of the metal products upon which Active Member dues are based.*

**HOW ASSOCIATE TRADING ORGANIZATION MEMBERSHIP DUES ARE ESTABLISHED**

Article VIII, Section 8.2, of the Institute’s By-Laws provides:

Each Associate Member and Affiliate Member shall pay such dues as shall be determined by the Directors to be fair and equitable for such member, considering all the circumstances.  
Annual dues for Associate Members are established by the Board of Directors of the Institute. Associate members admitted to membership during the course of a fiscal year pay dues prorated to December 31.

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Applicant certifies that the foregoing information is correct to the best of its knowledge and information.

Printed Name: \_\_\_\_\_ Signature: \_\_\_\_\_

Applicant Company Name \_\_\_\_\_

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Approved by the MSCI Executive Committee or Board of Directors on \_\_\_\_\_  
Date

Signed \_\_\_\_\_  
Secretary

Proxy Vote (Please check this box if the applicant is being approved by proxy)

**2019 DUES SCHEDULE**

\$50 Million to \$100 million	\$9,920
\$100 Million to \$250 million	\$13,490
\$250 Million to \$500 million	\$23,780
\$500 Million to \$750 million	\$27,340
\$750 Million to \$1 Billion	\$30,900
Over \$1 Billion	\$34,480

**Dues Schedule.** Schedules for Active, Associate, Affiliate and International members are reviewed yearly by the Budget and Executive Committees prior to recommendation to the Board of Directors during the November meeting.

**SUBMIT ALL PAGES OF THIS APPLICATION TO APPLY FOR MEMBERSHIP.**



## MSCI MEMBERSHIP GUIDELINES

As an ongoing and annual condition of membership in MSCI, all members (irrespective of their category) are expected to fulfill and comply with all policy statements and guidelines (“Guidelines”). While the entirety of those Guidelines can be found and reviewed on the MSCI website ([www.msci.org](http://www.msci.org)), examples of those Guidelines include, but are not limited to:

- If a member receives or subscribes to certain MSCI data reports whose access is restricted within their member companies (and may not be distributed or disseminated to third parties), then the member may forfeit the right to continue to receive said reports (or membership may be revoked) if such improper disclosures are made;
- MSCI has a strong commitment to antitrust compliance (an example of one of the Institute’s policy statements is attached hereto) and all members are expected to comply with said anti-trust policies at MSCI sponsored events and conferences. Failure to do so may result in revocation of membership in the Institute;
- All members in leadership positions within the Institute (e.g., the Board of Directors, Chapter Officers & Directors, Council members, etc.) are expected to comply with a Code of Conduct in connection with their duties. If representatives of members or their guests do not comply with that Code of Conduct with respect to their interactions with other members or MSCI staff, then MSCI reserves the right upon proper notification to suspend membership privileges upon violations of this Code of Conduct;
- All members are expected to insure that representatives of their companies adhere to MSCI policies on the proper use of MSCI intellectual property, including MSCI trademarks and logos;
- Conference registrations include certain requirements (e.g., no recording or videotaping; proper display of registration badges at all times for members and guests) for both member representatives and their guests (e.g., spouses). In addition, many of our hotel conference host properties and hotels post their own set of guidelines. Refusal to abide by these regulations may result in suspension of conference or membership privileges.

Prior to submitting your annual dues for membership, MSCI encourages members and prospective members to review these various policies, some of which are outlined above. If a member or potential member applicant company has any questions about these policies or Guidelines, some of which are outlined above, please feel free to contact an MSCI staff member.

Thank you for your continued interest and participation in the Metals Service Center Institute, the premier metals trade association in North America. With your continued involvement and support, MSCI can continue to expand its prominence in the coming year.

# MSCI

# Membership

# Recruitment & Retention

## Chapter Four

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### *This Chapter Covers*

Membership Recruitment Campaign  
Recruitment Incentive for Chapters and Individuals  
Membership Recruitment Strategies and Tools  
How to Recruit New Members  
Why Join MSCI? - Top 10 Reasons to Join  
Tools Available to Make Recruitment Simple  
Membership Retention





## MSCI Membership Recruitment & Retention

Since 1909, the Metals Service Center Institute (and its predecessor organizations) stood as a voice for the metals industry. The Institute has evolved over the years as has the dynamics of this industry with mergers, consolidations, etc. Since our vision is to be the *premier* trade association serving the metals value chain, we must continue to minimize the loss of membership and actively pursue and recruit new members. Frankly, the National Institute staff cannot accomplish this without the assistance of its current membership and its chapter leaders. Conversely, one of the greatest values of Institute membership is access to local chapters.

Since members are the most important asset of both the Institute and its Chapters, it is important that each Chapter conscientiously work on membership recruitment and retention for the following reasons:

- More members means a *stronger* voice for the metals industry.
- More National members means more Chapter members and more networking contacts at the local level.
- More dues revenue.
- More resources and talent available to the Chapter and National memberships.
- New vitality and fresh ideas from new members.
- Provides a foundation for building future leadership.

### Membership Recruitment Strategies and Tools

These are only some of the many ways to recruit new members. Chapter members know best who the prospects are in their geographical region, i.e., companies who you do business with; companies who you compete against, etc.

### How to Recruit New Members

- Make this a *priority* and a regular agenda item.
- Establish a Chapter Membership Committee or Vice President of Membership and designate Board meeting time to maintain focus on the recruitment effort.
- Regularly review the MSCI Membership Report issued to the chapter board by national office. Report any new prospect contacts to MSCI VP of Membership.
- Identify prospects through personal contacts, National prospect list, recently resigned members, etc.
- Assign prospective members to different Board members and ask that they make personal telephone calls or visits.
- Call upon your MSCI staff liaison for assistance and resources.
- Invite prospective members to one Chapter event. Make certain that they are properly welcomed, acknowledged and introduced to other members.

### Why Join MSCI? - Top 10 Reasons to Join

In addition to keeping members informed and getting them involved, the Chapter officers need to know the core values of the Institute:

- No 1: MSCI is leading the charge to save North American manufacturing.
- No 2: MSCI offers the best networking in the industry.
- No 3: MSCI education programs are topical, timely and cost effective.
- No 4: MSCI advocacy programs originate with you.

- No 5: There is no better source of industry-specific research than MSCI.  
No 6: MSCI members are an industry “A” list.  
No 7: MSCI is a catalyst for inter-association cooperation.  
No 8: MSCI just had its best year in two decades.  
No 9: MSCI has a membership option for just about everyone.  
No 10: It’s time to be part of something new, something great.

*(This information is available in a PowerPoint on the Institute’s website to download onto your own laptop. If you wish additional information, please ask your MSCI staff liaison or MSCI member services.)*

## **Tools Available to Make Recruitment Simple**

Two videos are available on the MSCI website.

Become a Member of MSCI: The Metals Service Center Institute (MSCI) is a 110-year-old trade association supporting the North American distributors and producers of steel, aluminum and stainless steel. This video features the benefits of MSCI membership. *Can be found under the Become a Member tab on the MSCI website.*

<https://www.msci.org/becoming-a-member/>

Elements in Action: The Metals Service Center Institute (MSCI) is a 110-year-old trade association supporting the North American distributors and producers of steel, aluminum and stainless steel. "Elements in Action" is a video that was commissioned by MSCI to celebrate its Centennial in 2009 by showing the world how important metals are in our daily lives. *Can be found under the About Us tab on the MSCI website. <https://www.msci.org/about-us>*

## **Membership Retention**

As you know, MSCI has been very focused on membership recruitment in the last several years. While recruitment is important, membership retention is as well.

Because membership retention is important, we have started a new program called "MENTOR," short for Member Engagement Network to Organize Retention. One of the efforts as part of the MENTOR program is to hold a first-time attendee reception at each of our Conferences and assign a council member as a MENTOR to each first-time attendee. We recommend that the Chapters also establish a new member welcome program.

Once new members have been recruited, it is essential that you welcome them properly and encourage them to become involved in Chapter activities. New members are typically the most enthusiastic and therefore can be highly motivated. The Chapter should get them involved immediately.

Once a company is approved for membership at the National level, they receive a “new member welcome” which includes information on the programs and services available to them, access to the member’s only site and a membership plaque to display in their office. Chapters will receive notification of new and resigned members via MSCI Membership Report.

## **MSCI Membership Report**

The Chapter is notified of new members and provided with key contact information via a regular MSCI Membership Report emailed to all members of the respective chapter board(s). Following its receipt, it is the Chapter's responsibility to contact the new member regarding Chapter membership and participation. The Chapter may wish to assign this responsibility to the Membership Committee, Vice President of Membership or specific Chapter directors.

The Chapter should contact the new member via personal visit, telephone call or a letter of introduction welcoming them to the Institute and providing information concerning the Chapter's dues structure, upcoming events, special programs, etc.

Maintaining current membership is the responsibility of the entire Board. Membership retention is best achieved by ensuring members' notification of and involvement in Chapter activities. It is recommended that the Board review at least annually which members do not regularly participate in Chapter events and make an effort to personally contact them to determine the reasons for their lack of participation. Through personal contact, the Chapter will be able to identify if there is a retention problem, an issue, concern and/or problem and often times, obtain important feedback from the uninterested member. Please advise your staff liaison immediately should you encounter any membership dissatisfaction.

## **How to Retain New Members**

- *Immediately* contact the new member following receipt of the MSCI Membership Report. Notify him/her of the chapter event calendar, how to contact Chapter board members, update the chapter membership list, and send a chapter dues invoice.
- Recognize and welcome the member at the event following membership.
- Assign the new member a buddy or mentor within the membership who will personally introduce him/her to others.
- Provide quality programs that interest the entire membership and vary the program topics.
- Invite new members to Board meetings to learn more about the Chapter. This is an opportunity for the Chapter to learn more about the member.
- Make certain that the Chapter calendar of events is established early and promoted often.
- Survey your members, whether formally or informally, on what they seek from their Chapter membership.

Both membership recruitment and retention is a priority for all Institute staff. Please contact the National office for assistance or additional resources. We are in this together!

# Running An Effective Chapter

## Chapter Five

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### *This Chapter Covers*

Legal Principles Applicable to Running a Chapter  
Chapter Incorporation and Tax Exempt Status  
Chapter Governing Documents and IRS Documents  
Chapter Antitrust Guidelines  
MSCI Antitrust Policy Statements and Guidelines  
Chapter Legal Counsel  
General Tort Liability Considerations



## **Legal Principles Applicable to Running a Chapter**

The establishment of Chapters or subordinate organizations of any national organization, in this case the Metals Service Center Institute, are always made within certain assumptions. For MSCI those assumptions include: the incorporation of all Chapters, the maintenance of IRS 501(c)(6) tax exempt status for all chapters, the adherence to antitrust laws and an ongoing relationship with a Chapter Legal Counsel.

## **Chapter Incorporation and Tax Exempt Status**

Every MSCI Chapter must maintain their incorporation and 501(c)(6) trade association tax exempt status to protect the Chapter's officers and finances and to maintain MSCI national's liability and fiduciary insurance coverages. In most cases, maintaining the incorporation and tax exempt status is accomplished by holding an annual meeting, filing a Form 990 with the IRS and an annual state filing (see your accountant for the exact requirements in your state).

## **Chapter Governing Documents and IRS Documents**

Every corporation has two basic governing documents – Articles of Incorporation or a Constitution that is filed and maintained with the state of incorporation, and Bylaws. Currently each chapter subscribes to a service provided by CT Corp. to insure that all state and local governance filings are current. As such, questions concerning state and local governance compliance should be directed to your CT Corp. service representative and/or your chapter legal counsel.

Other governing documents include the minutes of every meeting which record the Chapter Board's decisions and the IRS Letter of Determination for 501(c)(6) tax exempt status. Keep these and your governing documents in a book of records for easy reference and transfer to succeeding officers.

## **Chapter Antitrust Guidelines**

A trade association is by definition an organization of competitors, and the leadership of the trade association must be aware of the applicability of antitrust and trade regulation laws as they may impact the programs and activities of the group and the actions of the members at a meeting.

The MSCI Board of Directors expects strict observance of all antitrust and trade regulation laws by the Institute, the Chapters and the members. These policies constitute the MSCI Antitrust Compliance Program and are set forth below and in the MSCI Antitrust Policy – Statement and Guidelines.

Responsibility for implementation of these policies must be undertaken by the officers of the Institute, its legal counsel, the Chapter officers, Chapter legal counsel and every chapter member. Not adhering to antitrust guidelines can bring severe civil and criminal penalties.. This section of the manual will address specifically the responsibilities of the Chapter officers.

The Federal laws which must be observed are the Competition Act in Canada and the Sherman Act in the United States, which outlaw among other things price fixing, customer or territory allocation or boycotts. Price fixing or bid-rigging conspiracies can occur at a regional or local level as well as a national level, and therefore can involve the companies located in the trade area of a Chapter. Chapter officers must prevent any improper discussion before, during or after a Chapter meeting regarding agreements to restore orderly markets, to eliminate disruptive influences in the market, to support higher returns or margins, or to reduce or eliminate discounts. The pricing decisions of each member must be arrived at independently and unilaterally and not in collusion with any competitor.

It is the Chapter officers' responsibility to:

1. Be sure that members are aware of the applicable laws and observe them.
2. Be prepared to terminate any improper discussions and reject any invitation to engage in such a discussion.
3. Ensure that speakers invited by the chapter are aware of and agree to MSCI Anti-Trust policies.

In order to carry out the Chapter officers' responsibility to implement the Chapter Antitrust Compliance Program, the officers are expected to work closely with Chapter Legal Counsel and with the Institute staff to avoid any violation of law, which could result in serious fines or imprisonment.

# The MSCI Antitrust Policy - Statements and Guidelines

## Introduction

It is the policy of the Metals Service Center Institute (“MSCI”), its chapters and its members to comply strictly with all laws applicable to their activities, including cooperative undertakings and meetings of competitors. It is important to emphasize the on-going commitment of our members and MSCI to full compliance with federal and state antitrust laws. This statement is being distributed at MSCI meetings as a reminder of that commitment and as a general guide for our activities and meetings.

## Responsibility for Antitrust Compliance

MSCI’s structure has been fashioned and its program is carried out in conformance with antitrust standards. An equal responsibility for antitrust compliance—which includes avoidance of even an appearance of improper activity—is yours. Your corporate employer and MSCI depend on your good judgment to avoid all discussions and activities which may involve improper subject matter or improper procedures. MSCI staff members work conscientiously to avoid subject matter or discussion which may have unintended implications, and counsel for the MSCI will provide guidance with regard to these matters. It is important for you to realize, however, that the competitive significance of a particular conduct or communication probably is most evident to you, who are directly involved in the Industry.

## Antitrust Guidelines

In general, the antitrust laws seek to preserve a free competitive economy and trade in the United States and in commerce with foreign countries. Competitors may not restrain competition among themselves with reference to the price, the quality or the distribution of their products, and they may not act in concert to restrict the competitive capabilities or opportunities of their competitors, their suppliers or their customers.

Penalties for violating the antitrust laws are severe: corporations are subject to heavy fines and injunctive decrees, and may have to pay substantial damage judgments (including treble damages) to injured competitors, suppliers or customers. Individuals are subject to criminal prosecution, and may be punished by fines and imprisonment.

Since you have an important responsibility in ensuring antitrust compliance in MSCI activities, you should read and heed the following guidelines.

1. *Don’t* discuss with other members your own or competitors’ prices, or anything that might affect prices such as costs, discounts, terms of sale, inventory, production capacity, or profit margins.
2. *Don’t* stay at a meeting where any such price talk occurs.
3. *Don’t* make public announcements or statements about your own prices or those of competitors at MSCI functions.
4. *Don’t* talk about what individual companies plan to do in particular geographic or product markets or with particular customers.
5. *Don’t* disclose to others at meetings or otherwise any competitively sensitive information.
6. *Do* conduct all MSCI business meetings in accordance with MSCI rules. At chapter and national meetings, an agenda should be prepared and adhered to and minutes compiled that reflect a fact-based, short summary of matters discussed from the agenda. If possible, the agenda and minutes should be reviewed by counsel.
7. *Do* confer with counsel before bringing up any topic or making any statement with competitive ramifications.
8. *Do* send copies of all MSCI-related correspondence to the staff member involved in the activity.
9. *Do* alert the MSCI staff to any inaccuracies in proposed statements to be made by the MSCI, particularly statements to government officials.
10. *Remember* that meetings with government officials may not provide a shield against antitrust liability.

## Conclusion

Compliance with these guidelines involves not only avoidance of antitrust violations, but also avoidance of any behavior which might be so construed. Bear in mind, however, that the antitrust laws are stated in general terms, and that this statement is not a summary of applicable laws. It is intended only to highlight and emphasize the principal antitrust standards which are relevant to MSCI programs. You must, therefore, seek the guidance of either MSCI counsel or your own corporate counsel if antitrust questions arise.

## Chapter Legal Counsel

It is required that each Chapter retain legal counsel. Chapter officers may need legal assistance in implementing the Antitrust Compliance Program. It is to provide the Chapter with a resource for emerging legal doctrines and developments as they may affect the distribution of metals and the Chapter members' operation of their businesses.

In order to monitor the programs and activities of the Chapter, legal counsel should:

1. Review the pre-meeting agenda and discuss any potentially sensitive items with the Chapter president.
2. Attend board meetings and members' business sessions and be prepared to assist the discussion regarding appropriate programs.
3. Review a draft of the minutes prepared by the secretary and assist in assuring that they reflect the actions taken and discussions had.

The Antitrust Compliance Program is discussed in the section entitled Antitrust Guidelines. Chapter legal counsel must be prepared and equipped to assist the Chapter officers in this important undertaking. Counsel must be familiar with the antitrust and trade regulation laws as they apply to the marketing and distribution of products and, more specifically, to trade associations. Counsel should keep current on court decisions and enforcement programs and policies of the Antitrust Division of the Department of Justice and of the Federal Trade Commission.

Legal counsel should also be a resource in other areas of concern to the Chapter officers such as general tort liability, including liability as a host or Chapter under the applicable state statutes.

In selecting legal counsel, the Chapter may wish to consider a law firm, which has sufficient depth and expertise to be able to offer general guidance and updates in such areas as:

1. Product liability cases and legislation.
2. Environmental law developments, including hazardous waste liability and proposed regulations.
3. Tax reform legislation, including accounting changes that may impact treatment of inventories or depreciation.
4. Employment issues such as employment at will, wrongful termination or discrimination.

Many large law firms publish newsletters or bulletins summarizing developments in various legal practice areas and these materials can be incorporated into a program of interest to metals service centers to be presented by legal counsel.

It is recommended that legal counsel address the Chapter on an annual basis to review the prohibitions of the antitrust laws and the penalties for violation. In addition, counsel should also comment on recent cases and legislation in the antitrust area, as well as other areas that impact on the business of metals service centers.

Full utilization of Chapter Legal Counsel as proposed above may result in increased legal fees. A budget for legal expense should be prepared and discussed with Chapter Legal Counsel so that both the Chapter and counsel will understand the amount of time expected to be devoted to the affairs of the Chapter.



## **General Tort Liability Considerations**

Chapter officers should be aware of the obligations attached to any association meeting or event such as a golf outing or dinner dance. These obligations are governed by a variety of applicable state laws. Generally, the rule is that the association must exercise ordinary care toward those attending, must ensure the property is in reasonably safe condition and give notice or warning of any dangerous condition not apparent to a person who exercises reasonable care.

The president should exercise care in selecting the facility where the meeting is to be held. Prior to the meeting, the Chapter president should inspect the facilities with management to determine that there are no hazardous conditions. The Chapter is not an insurer of the safety of the members or guests, but it must exercise reasonable care for their protection.

In addition to the liability insurance, the Chapters are protected against tort liability by the general liability insurance policy issued to the Institute, which protects against bodily injury and property damage. This policy contains the usual requirements for prompt reporting of claims and cooperation with the insurer.

## **Directors' and Officers' Liability**

The Institute has a policy providing coverage against errors, omissions or negligence on the part of directors or officers in managing the affairs of the Institute. This coverage also extends to Chapter Officers and Directors. While covered claims against the Chapter Officers or Directors are highly unlikely, the protection is in place. The Directors & Officers policy limit of coverage is \$10,000,000 in the annual aggregate.

## **Host Liquor Liability**

There has been a significant increase in litigation filed against a host or sponsor by a third party injured by the act of an intoxicated patron. Ordinarily, the club or hotel serving the alcoholic beverages will have the primary responsibility to refuse service to an intoxicated guest. However, an injured third party may name the Chapter as a defendant in a personal injury action and therefore, the Chapter Officers should be aware of their responsibilities and how to minimize the risk of litigation.

When a cocktail period is planned, it should be kept reasonably short to avoid overindulgence. It is recommended that the chapter plan for Cash Bars so that the attendee makes a choice to buy additional cocktails. Snacks and non-alcoholic beverages should be provided during the cocktail period and the facility should be prepared to serve the meal promptly at the time arranged. If a member or guest is observed to be indulging excessively, the server should discontinue service. If it appears that a member or guest may cause injury to himself or others by driving an automobile, alternate arrangements for transportation should be provided.

The club or hotel will undoubtedly have liability insurance, which will inure to the benefit of the Chapter, in addition to the MSCI policy. Contracts with the club or hotel should be put in place confirming that the club or hotel is providing the primary layer of insurance for this exposure. However, prevention of the injury is better than protection against it after the fact.

# Chapter Programming

## Chapter Six

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*This Chapter Covers*

Events and Programs  
General Chapter Meetings  
Manufacturing Summits  
Speakers  
Special Chapter Activities



## **Events and Programs**

Chapter meetings or events should be designed to motivate members and accomplish a specific purpose.

### **Chapter Meetings/Events Geared To Specific, Local Challenges**

Individual Chapter meetings/events are the place where local challenges can be discussed. Broad areas of activity suggested in an annual meeting or product division meeting are brought into practical focus as they affect today's specific management situations. To be most effective, Chapter speakers and programs must be designed to fill an expressed need by individual members.

### **Develop a Meeting Theme for the Year**

Successful Chapters develop a theme, so that a complete picture is presented at the conclusion of the year. Experience has proven that developing a theme and building a coordinated program is superior to finding a series of speakers and then attempting to develop a unifying theme.

Chapter officers should consider scheduling and announcing an entire year's program, complete with dates, locations and subjects—and actual speakers, if possible—at the beginning of each year.

The MSCI headquarters office is prepared to help individual Chapters achieve this goal of a planned series of meetings. At the Chapter Leadership Symposium, Chapter officers will receive specific suggestions concerning Chapter programming and speaker ideas. MSCI Chapter staff liaisons can assist in the planning of a year's program if necessary. Please call them for assistance in obtaining speakers or ideas whenever needed.

### **Why Have Chapter Events?**

Event programs, which address the business challenges encountered by the metals industry, are the key to successful Chapter activities. The responsibility of Chapter officers is to provide programs about the industry that will attract a variety of levels within the individual membership – top and middle management such as, owners and managers of individual businesses.

Every Chapter program should be put to these two tests:

1. Will this program be of such importance that every single member company will be represented at the meeting?
2. When a member leaves the meeting, will he have new information that directly benefits his company? Will he or she believe that their attendance was a good use of their time?

## **What Type of Events?**

The type of events held depends largely upon the makeup of the Chapter and the needs of the members. Some larger Chapters plan four events a year, with morning, luncheon, and afternoon sessions. Sometimes events cover two days. Chapters in major cities often hold breakfast or luncheon business meetings. Several Chapters have had success with all-day events, beginning with a luncheon and business sessions, carrying on through the afternoon with break-out discussions on timely subjects, and then completing the event with a reception and dinner. This is particularly effective in large Chapters where members come from remote locations and do not have sufficient opportunity at luncheons to meet and discuss common problems with other members.

Regardless of the type of event and program held, several fundamentals apply:

1. Hold events regularly with at least 90 days' notice.
2. Event notice should announce the subject matter or speaker and should sell attendance.
3. Conduct the routine portions of the event efficiently.
4. Develop a variety of programs that will appeal to all types of members.
5. Target the programs to the practical aspects of the metals service center industry.
6. Encourage participation in Chapter activities and programs by as many members as possible.
7. State your agenda so that members will want to attend.
8. Make certain that chapter legal counsel has reviewed the proposed content of the event to insure legal compliance.

## **Associate and Affiliate Membership Participation**

Individual Chapter members should assist in programs through forums, panel discussions, etc. MSCI Associate and Affiliate members include nearly every important metal producing company in the industry and companies that provide products and/or services to the service center industry. Since service centers are one of their most important customer groups, these companies are more than willing to supply speakers on a wide range of subjects. Sales, market research, and metallurgical executives can make notable contributions to the knowledge of the metals industry. Some Chapters have arranged tours through metal producing facilities. Other groups ask Associate members who are present at Chapter meetings to comment on end-use market conditions affecting products with which they are most familiar. Most metal producing companies maintain a library of videotapes, which can be shown at Chapter meetings. Review and ask your speaker to review US anti-trust laws on content that can and cannot be discussed. It is imperative that the presentation (e.g., slides) be reviewed prior to the event by MSCI staff, a chapter officer and chapter legal counsel to ascertain that it is appropriate.

Individual Chapters continue to do a great deal to further the understanding between producers and service centers. Metals Service Center Institute member companies are devoted to the sale of metal products. Chapter meetings with producer representatives have created a better understanding of the metal service centers among present and future metal producing executives. Joint meetings provide unique opportunities to explain the service center industry to district sales managers. Producer representatives should attend Chapter business meetings as well as social meetings.

## **Interesting Local Business Topics**

As owners or representatives of businesses, members are interested in many general subjects, which can provide worthwhile Chapter meetings. Industrial development activities in an area can be discussed effectively by local government, banking, or public utility executives. Chapters having members limited to one state might develop programs on local laws and regulations that affect service center companies.

Subjects like such as corporate finance, product liability, accounting practices, market research, employee relations, contract negotiations, and employee training can be presented at Chapter meetings by individual members or outside authorities, particularly university professors. These facilitators should have a full understanding of the service center industry and the types of companies represented at the meeting.

## General Chapter Meetings

Individual events or meetings, which do not fit into a year's theme, are equally important and popular Chapter programs. The following suggestions are examples:

### "Name Speaker" Luncheon/Dinner Speakers

Nationally prominent individuals are available as luncheon or dinners speakers. This meeting can attract widespread attention from the press and the community-at-large and is an excellent vehicle for public relations and publicity purposes. Informed industry speakers—from mill executives to trade publication editors—are other possibilities. This meeting is usually open to Associate and Affiliate members and is often open to spouses and companions. Review and ask your speaker to review US anti-trust laws on content that can and cannot be discussed. It is imperative that the presentation be reviewed prior to the presentation by MSCI staff, a chapter officer and chapter legal counsel to ascertain that it is appropriate.

### President's Night

An annual dinner for the presidents of member companies and their customers, addressed by a prominent speaker, has proved very successful. This event is a good opportunity for local publicity coverage.

### Chapter Social Events

1. **Annual Golf Outing (or other recreational events)** — gives members a chance to meet informally. MSCI recommends advance-planning, taking into consideration IRS rulings, which have limited the availability of golf clubs for outside events.
2. **Evening Meeting for Spouses** — gives members a chance to meet socially, hear a general-appeal speaker, and be entertained. Consider travel distance when scheduling.
3. **Holiday Party** — for the family (in the afternoon) or spouses only (in the evenings) is an event many local associations find their members looking forward to every year. Informal luncheon parties during the holiday season are popular, too.
4. **Annual Summer Outing** – gives individual members and their families a chance to become more acquainted.

# Speakers

## 10 Tips for Finding the Right Speaker

*(from the National Speakers Bureau Association)*

Your speaker selection is one of the most important elements in a successful meeting. Selecting the right speaker for your meeting can be a daunting task, as speakers are available in every fee range and specialty topic.

### 1. **Determine the needs of your audience**

Thorough knowledge of the needs of your group is essential in selecting the right speaker. Does your meeting require that the audience leave with specific or technical information? Do you need someone to motivate the group to sell? Are you looking for after-dinner entertainment with a message?

### 2. **Establish your date, time and budget**

- Start looking for a speaker as soon as the date for your meeting is set. Many speakers book engagements up to a year in advance and you will want to get on their calendar as soon as possible.
- Consider how much time you have to fill and where that time falls in your overall program. If your time slot is flexible, a professional speaker can often tell you the right amount of time for the job. A professional can also make recommendations about the order of topics/speakers if one presentation will follow another. (You may not want to follow a humorist with a detailed educational presentation.)
- Factor in the fee you are willing or able to pay for a speaker. Your search for a speaker can be narrowed or broadened based upon your budget.

### 3. **Identify the type of speaker who will best match the needs of your audience**

A speaker's expertise in a given field may be the big draw, but a well-known name does not guarantee a professional presentation. High prices don't always mean high quality. Will your audience and the overall program benefit most from a celebrity; an expert in the field; a popular sports personality; a best-selling author; or a professional speaker who has a thorough knowledge of the appropriate topic?

### 4. **Locate your resources**

- Personal referrals are a great way to narrow your search. Ask other Chapter Presidents or your MSCJ Staff Liaison for recommendations.
- Speakers bureaus locate and book speakers according to your specifications and needs. A bureau can locate speakers and quote fees. Many bureaus specialize in particular speakers such as celebrities, authors or athletes. Speakers bureaus can often be found in your local phone directory under "Speakers Bureau" or "Agent."

### 5. **Review your options and interview your speaker candidates**

- A professional speaker will ask questions about the needs of your audience and what they can accomplish for you. Ask for references and, if they are speaking in your area, ask if you can attend the program and observe them in action. Some speakers have videos they can share.
- Assure that a potential speaker has addressed groups similar to yours. Talk with them about their experience. Ask for a biography, testimonials and videos of their presentations, preferably before a live audience.
- Find a speaker who will tailor his or her presentation to your group.

**6. Select your speaker**

If selecting a professional speaker, consider that you are not only paying for the time the speaker is on the platform but also for the hours spent researching, preparing and customizing the presentation. Some speakers may negotiate their fees when they are doing more than one program for you or when they are allowed to sell their products. Ask about your options.

**7. Get it in writing**

You should have a letter of agreement or contract that clearly outlines the expectations of both you and your speaker. Consider:

- travel arrangements and transportation;
- accommodations and meals;
- fees, reimbursements and payment terms;
- whether you want the speaker to attend social events;
- if the speaker may sell products and if so, how this will be handled;
- an agreement on any audio- or videotaping of the presentation;
- cancellation policies;
- audio/visual requirements;
- and legal implications, if any, your contract may contain.

**8. Work with your speaker**

Share information about the Metals Industry and who will be in the audience. This will help the speaker become familiar with the industry and able to better customize the presentation.

- Send background information on the industry and the level of guests expected to attend. (i.e., MSCI Capabilities Brochure, Elements in Action video, etc.)
- Give the speaker a clear outline of what you expect.
- Be specific about the size and demographics of your audience.
- Let the speaker know in advance about other speakers on the program. This gives the speaker the opportunity to build on (and not duplicate) what the other speakers say.

**9. Set the stage**

- Make sure the room is set up for optimum impact. Consider the number of chairs and how they are arranged. Also consider room temperature and lighting.
- Stay on schedule. Although a professional will be able to "make up" time or slow things down if needed, keeping your program on schedule will allow your audience to get the full impact of the program you have created for them.
- Your speaker should be able to provide you with a good introduction of themselves and their topic. The introduction should be short, energizing and create positive expectations.

**10. Evaluate the results**

Have your audience complete evaluations on the speaker and his/her presentation. This will allow you to gauge your results and plan for future programs. (*see sample evaluation form in Meeting Management section*)

**11. Provide the MSCI's Speaker Anti-Trust Guidelines (see sample in meeting management section.) Any presentation (e.g., slides) of any speaker must be reviewed sufficient in advance of the speech by Chapter legal counsel and a copy given to MSCI staff**

## Speaker Sources

1. **MSCI Affiliate members**
2. **Major utility and energy-related companies** —gas, electric and telephone —can provide speakers.
3. **Financial and Lending Institutions:** Major financial institutions, including local Federal Reserve Banks, frequently provide speakers on financial topics and credit management techniques, as well as local, regional and national economic trends.
4. **Computer and computer-related companies** have representatives who have a series of non-technical, hands-on presentations that can be geared to Chapter meetings.
5. **Metals industry customers** or end-users of metal products: Sessions on automotive, heavy construction, farm implementation, aerospace, high-tech, shipbuilding, and appliances can be geared to a materials requirement forecast or panel discussion. *(Those industry trade-associations can be of assistance or a source of speakers. For links to association websites, see MSCI website under Industry Statistics – End-Use Market Statistics)*
6. **Local, state and federal government agencies** are always eager to provide presentations for organizations. It is not always the elected representatives who present the good programs. More often than not, it is the career bureaucrat who can actually speak to the how's and whys of government.
7. **Speakers Bureaus:** i.e., National Association for Business Economics ([www.nabe.com](http://www.nabe.com)); National Speakers Association ([www.nsaspeaker.org](http://www.nsaspeaker.org)), Leading Authorities ([www.lauthorities.com](http://www.lauthorities.com))
8. **Local Universities:** i.e., University of Wisconsin at Madison ([www.speakers.wisc.edu/directory](http://www.speakers.wisc.edu/directory))
9. **MSCI Members:** As a final suggestion, one of the best sources for Chapter programming is the MSCI membership itself.
10. **Federal Reserve Offices:** <http://www.federalreserve.gov/>
11. **U.S. Chamber of Commerce:** <http://www.uschamber.com/>





### **MSCI Event Presenters' Anti-Trust Guidelines**

It is the policy of the Metals Service Center Institute ("MSCI"), and its chapters to comply strictly with all laws applicable to their activities, including cooperative undertakings and meetings of competitors. It is important to emphasize the on-going commitment of MSCI to full compliance with federal and state antitrust laws. These guidelines are therefore being provided to help you prepare your presentation materials. Your presentation materials will be reviewed by MSCI staff and legal counsel prior to the event or meeting at which you will speak in order to make sure that they comply with the guidelines set forth below. For this reason you must submit your presentation materials to MSCI no later than two weeks prior to the beginning of the conference or event at which you plan to speak.

Some of the topics you cannot discuss or present at MSCI events and meetings include:

**Forward Looking Metals Price Projections:** do not project, forecast or otherwise speculate about the price of metals (unless the information is already in the *public domain* and proof of same is made available to MSCI).

**Forward Looking Inventory or Production Capacity Projections:** do not project, forecast or otherwise speculate about the inventory or production capacity levels of any particular metals producing, distributing company or group of such companies (unless the information is already in the *public domain* and proof of same is made available to MSCI)..

**Competitors' Capabilities:** do not discuss the capabilities, production capacities, shipments, inventory levels, product mix, geographic placement or any of the specific attributes of any particular company *if such information has not been placed in the public domain* by that company in the form of a government filing or general press release. You must provide proof of publication if your presentation contains information about the specific capabilities or attributes of any particular producer or distributor of metals.

Please do not use or place the MSCI logo or MSCI name on your presentation materials.

Assuming the information is not specific to any one company or does not provide potentially revealing information about a small group of companies, you may present **historical** information about prices of metals, inventory, production and shipment levels of metals. You may also discuss past, present and projected future prices, inventories, production capacities, shipments, inventory levels, product mix, geographic placement of companies that are outside the metals supply chain.

Compliance with these guidelines involves not only avoidance of antitrust violations, but also avoidance of any behavior which might be so construed. Bear in mind, however, that the antitrust laws are stated in general terms, and that this statement is not a summary of applicable laws. It is intended only to highlight and emphasize the principal antitrust standards which are relevant to MSCI programs.

Please refer to the attached ***The MSCI Antitrust Policy*** statement for MSCI's general antitrust guidelines.

## Special Chapter Activities

In addition to Chapter events, Chapters have found that committee activities serve to unite the Chapter and accomplish many long-term goals. Most successful Chapters have several standing or special committees who supervise various activities.

Listed here are examples of the types of Chapter activities that are beneficial to the membership, but which do not lend themselves to a single Chapter program or speaker. Rather, these suggested continuing activities are designed to focus attention on special areas of concern. They have the added advantage of encouraging more members to take an active part in Chapter activities.

### Political Activity

MSCI believes its members should be politically active and informed in all levels of government. The Chapter may wish to establish a legislative committee whose function is to report to the Chapter on legislation and decisions that impact business on the local and state/provincial level Issues—such as taxes and decisions by state regulatory agencies on workers compensation—should all be considered. The legislation committee should consider meeting with legislators, either formally or informally.

### Education and Training

MSCI recognizes that education is an important core value for MSCI local chapters. Some individual members of the chapter do not have access to National training programs and therefore will rely on the chapters to provide training locally. MSCI is pleased to provide quality, metals-industry specific programs in the following areas:

- Communication
- Customer Service
- Inside Sales
- Inventory Management
- Leadership/Management
- Metallurgy
- Negotiation Selling
- Operations
- Outside Sales
- Prospecting
- Safety
- Sales Management

Additional information can be found on the MSCI website under professional development offerings on the chapter management webpage.

<https://www.msci.org/Portals/0/ChapterOfferings1.pdf>

*Staff Contact: Monique Combs, Vice President, Professional Development*      847/485-3004

# Scholarship Programs

## Chapter Seven

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*This Chapter Covers*

MSCI Online Scholarship Program  
Chapter Scholarship Information & Policy  
Tax Exempt Chapter Scholarship Funds

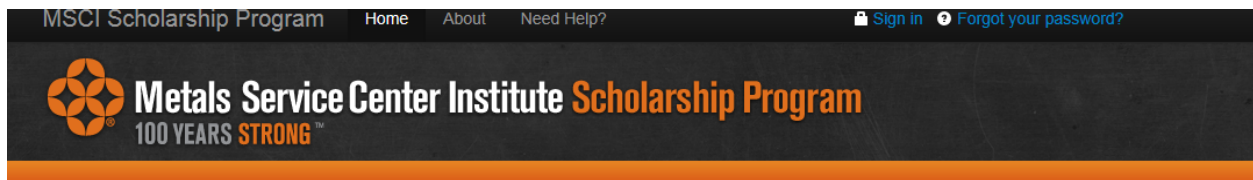


## Chapter Scholarship Programs

The Metals Service Center Institute (MSCI), through its more than 30 local chapters in North America, has established scholarship programs that are available to the children of employees of MSCI member companies. Any student who has been accepted to a two or four year institution of higher learning, graduate program, or to a vocational program, can apply for an MSCI scholarship. Students currently attending college may also apply if they meet the established selection criteria. The quantity and value of each scholarship are assigned at the discretion of local chapters and their scholarship committees.

MSCI's Scholarship Programs are administered on-line here:

<http://scholarships.msci.org/>



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**It is strongly recommended you use Google Chrome or Mozilla Firefox when completing your application.**

Applicants: to find your local MSCI chapter and view the details of its scholarship program please select the correct state, city and the metals company at which your parent is employed.

[Learn more »](#)

[View Chapters Accepting Applications »](#)



## **Important Information About MSCI Chapter Scholarship Programs**

The Metals Service Center Institute has established a scholarship award program available to children of MSCI chapter member employees who have been accepted to a two or four-year degree college program, to a vocational school or to a graduate degree program. Students currently attending college and/or graduate school may also apply if they meet the established criteria. Applicants must meet the following selection criteria to be eligible for the award.

## **Selection Criteria:**

1. Applicants must be the child of a full or part-time permanent employee of an MSCI member company: service center (Active), producer (Associate), or goods and services provider (Affiliate). The company must be a member in good standing with local chapter and MSCI national dues paid in full. At least one parent must be a permanent employee of an MSCI member company in good standing at both the national and chapter levels for the duration of the scholarship award period.
2. Applicant must be attending an accredited post-secondary institution of higher learning or an accredited trade or vocational school. The scholarship could also apply to post-graduate study.
3. Applicants must show evidence of achieving a minimum 2.5 cumulative GPA out of a possible 4.0 in the grading period preceding their scholarship application. Each chapter may establish its own minimum GPA requirement.
4. Applicants receiving full scholarships from another source are not eligible for this scholarship award.
5. Applicants must provide evidence of acceptance to a school for the applicable scholarship. If currently in college, applicants may provide proof of enrollment in lieu of an acceptance letter.
6. Applicants must show evidence of active participation in high school or college activities and/or community involvement.
7. Applicants must complete the MSCI Scholarship Award Application along with the following documents marked as indicated on the scholarship application website.
8. Applicant may be asked for additional information including a statement of financial need (not including tax returns or W-2s).
9. All information must be verifiable.
10. All required documentation must be received no later than the deadline established by the chapter whose scholarship award is being applied for.
11. Applicants must also comply with any specific local chapter selection criteria as set forth within the chapter scholarship guidelines on the MSCI scholarship website.
12. Relatives, dependents and applicants who reside in the same household as a member of the chapter scholarship selection committee of the chapter whose scholarship award is being applied for are not eligible.

## **Distribution Guidelines:**

Following receipt of the completed application and review by a chapter scholarship committee, winning applicants will receive a scholarship distribution under the following terms and conditions:

- Scholarship is for a period of one year, payable in one lump sum. Scholarship checks will be made jointly payable to the student and to the school being attended. Student must provide sufficient proof of fulfilling the requisite criteria before any award is granted (minimum grade point average, proof of enrollment, and other criteria as explained in the scholarship application).
- The applicant and parent/guardian agree that the MSCI and its chapters reserve the right to issue press releases and/or other means of general publicity for the MSCI scholarship awards. Only general information will be released such as recipient names, parent name, member company name and location, award amount, and the school applicant is attending.
- In the event that any of the above conditions are not met, MSCI reserves the right to cease providing matching funds to the scholarship award recipient.

## **Notices and Disclaimers:**

All applicants and their parents and guardians are hereby put on notice of and hereby acknowledge and agree to the following:

1. The chapter reserves the right to award any number of or no scholarships as it determines at its sole discretion, regardless of whether the chapter receives multiple applications that satisfy the selection criteria and distribution guidelines.
2. While the chapter's intention is to grant scholarships in the number and/or amounts stated on the chapter's application pages on the website, actual amounts are subject to the availability of funds and the chapter may reduce the total number of scholarships offered and/or the scholarship amounts between the date of application and date of award at its sole discretion.
3. Even if a scholarship is awarded to a recipient, the actual funding of scholarships is subject to the availability of funds on the date of funding.
4. The grant of a scholarship in one year does not entitle a recipient to receive a scholarship the subsequent year, even if the recipient re-applies and satisfies all selection criteria and distribution guidelines.
5. Neither the MSCI, the chapter or the chapter scholarship committee considers race, gender, ethnicity or religious affiliation in making scholarship award, renewal or funding decisions.

Subject to item 5 above, The MSCI, the chapter and the chapter scholarship committee reserve the right to change award criteria at any time and from time to time and/or to consider additional award criteria at any time and from time to time and/or to consider additional award criteria not set forth in the application package, in either case, without further notice to MSCI member companies, parents or guardians or applicants.

## **Additional Information:**

Scholarship applications are entered online and identifying information is removed so that chapter scholarship committee members reviewing the applications are not aware of the identity of the student, parent or the MSCI member company employers. This assures that the selection is unbiased and is a result of the information provided by the student.

Applications and/or documents received after the deadline date will not be considered.



## **Planning A Scholarship Program**

### **Identify the Intended Recipients**

Once the Chapter Board has agreed to establish a Chapter Scholarship program, the members must identify the intended recipients. MSCI National and the MSCI Board of Directors do not approve of limiting scholarships to particular categories of membership. It is our policy that all dues paying members should be eligible for scholarships. Here are some suggestions:

1. Children of employees of MSCI chapter member companies in good standing with the following options:
  - a. Limit to high school seniors entering college for the first time.
  - b. Include students who are currently in college and those entering college for the first time.
  - c. Limit to students who are attending a four-year university
  - d. To students attending a community or technical school.
  - e. Include students who are in a graduate program.

### **Identify the Scholarship Amount**

The Chapter Board must identify the amount of scholarship monies they can raise and commit. It should also be decided how those monies will be disbursed, in what increments and how often.

### **How will Scholarship Monies be Raised?**

The Chapter Board must identify the method(s) and event they will conduct to raise the necessary funds. Many chapters conduct an annual golf outing for the purpose of raising scholarship funds. (*See chapter on Golf Tournaments*)

### **Identify the Criteria**

Here are some criteria that have been established:

1. Limit the MSCI chapter members in good standing?
2. Limit to students who have a "B" or 3.0/4.0 grade point average?
3. Limit to students who do not have scholarship commitments which cover their entire tuition balance?

### **Identify What Information You Need Collected to Make a Unbiased Decision**

Here are some criteria that have been established:

1. Recommendation from Counselor
2. Grades or transcripts
3. Involvement in extra-curricular activities
4. Essay from Student. What should the student cover in the essay?
5. Financial Need? Other scholarships? Tuition amount? Expected course of study?

### **Select Scholarship Selection Committee**

The Scholarship Committee could be derived from a subgroup of the current Chapter Board. If so, the members should be committed to making an impartial decision based on the merits of each individual student applicant and not be perceived by the chapter members as unfair. The Scholarship Committee member should be willing to exclude his/her children as applicants in the Scholarship Program. Relatives of Selection Committee Members may not apply.

As an option, the Chapter may wish to seek the assistance from other third-parties such as universities, etc.

### **Identify the Scholarship Lead Person**

This person will be the Lead on the Chapter's Scholarship Program. The person identified should be willing to take the time to:

1. Work with MSCI national staff to set-up its Scholarship Page using the on-line system.
2. Make certain that all the information necessary for the Committee review has been received.
3. Identify and coordinate the selection process via conference call or meeting.
4. Once the selection is made by the committee, disclose the name and contact information of the recipient(s) to your staff liaison.
5. Check to make certain that all the recipients companies are members in good standing of MSCI national and have paid chapter dues.
6. Write the online template email to the non-recipients advising of the committee's decision.
7. Coordinate with the Chapter Treasurer the writing of scholarship checks made payable to the University AND the student.
8. Coordinate with the Chapter Staff Liaison to submit for the MSCI National match funds.
9. Provide photos of the presentations to staff liaison to post to the MSCI chapter website.

### **Award Presentation**

The Chapter must consider when, where and how the Scholarship checks will be awarded and how the recipient will be recognized. Obviously, the most effective method would be to make a presentation at a chapter dinner event. The optimal timing would be prior to the first tuition payments which are due at most universities in early August.

### **MSCI National Participation**

Since 2004, the MSCI Foundation has supported the Chapter Scholarship Programs by matching awards up to \$2,500. In 2007, this support increased to match up to \$5,000 and in 2008, this support was increased to \$7,500. In 2011, this match increased to up to \$10,000 per chapter.

See MSCI Chapter Foundation Scholarship Policy at the end of this section. Please speak to your Chapter Staff Liaison regarding proper documentation for disbursement of funds.

# **Metals Service Center Institute**

## **Tax Exempt Chapter Scholarship Funds**

MSCI Chapters may not accept tax exempt charitable contributions. For contributions to these Chapter Scholarship Funds to be tax deductible the Funds must be recognized by the Internal Revenue Service as tax-exempt entities under section 501(c)(3) of the IRS code. The most efficient and IRS accepted method of attaining a 501(c)(3) determination is through the filing of a Group Exemption. In this scenario, the parent organization (MSCI national, specifically the Foundation) files an annual report of the subordinate organizations (chapters) that are eligible for a Group Exemption from Federal Income Taxes under the parent's 501(c)(3).

To be included in the filing these are steps required for Chapter Scholarship Funds.

1. Adopt the MSCI crafted model Articles of Incorporation and By-Laws for a Chapter Scholarship Fund.
2. Obtain an Employer Identification Number (EIN) from the Internal Revenue Service.
3. File the Articles of Incorporation as instructed by the Chapter's legal counsel.
4. Submit annual budget and financial reports to the Foundation.
5. Agree to abide by the nationally established scholarship granting guidelines.
6. Give the Foundation permission to be included in the annual group exemption filing.

### **Scholarship Guidelines**

#### **Purpose and Administration**

The purpose of the Chapter Scholarship Fund is to give financial aid to the children of employees of members companies as they seek to obtain post-secondary education.

This aid will be given regardless of any other sources of scholarships or financial means to the individual, and is not subject to any pre-determined academic achievements or qualifications.

The Scholarship Fund will be administered by the Scholarship Committee which will be composed of at least three Chapter board members serving staggered terms of three years each. The Scholarship Committee will annually recommend to and obtain Board approval for all scholarships given.

For more information, contact the vice president, finance and administration.

## **Eligibility**

For an individual to be eligible for a scholarship he or she must be an employee or a relative of an MSCI member company in good standing with both chapter and national dues paid in full.

Relatives of Scholarship Committee and board members are **not eligible**.

Applicants must be accepted to and maintain full-time status at an accredited institution of higher learning. Full-time status is defined as maintaining 12 semester hours or the equivalent. An accredited institution will be a four year school, two year school, trade school, or any equivalent academic institution approved by the Scholarship Committee.

All recipients must maintain at least a C average and be progressing towards a degree to be eligible to maintain their scholarship status. (Each chapter sets its own grade minimum)

All scholarships will be granted for a one year period. An individual who is not maintaining good academic status as defined above will not be eligible for further scholarships until these requirements are met.

## **Funds Available**

Funds will be raised through annual fund raising events and other personal solicitations.

Generally, regular chapter funds will not be used to support scholarship grants.

The annual amount of and number of scholarships to be given will be decided at the sole discretion of the Scholarship Committee. It is not imperative that a certain number of scholarships be given in any year.

## **Use of Scholarship Funds**

The scholarship funds granted to any individual can be used at his or her discretion. The scholarship check will be written payable to the student and the University. The intent of the scholarship is for the funds to go towards tuition, room and board, books, and other costs of attending the school.

## **Applying for a Scholarship**

The Scholarship Committee must receive all applications for scholarships by \_\_\_\_\_, \_\_\_\_ 20\_\_ prior to the beginning of each school year.

Scholarships will be granted by the Committee by \_\_\_\_\_ of each school year.

Applicants must re-apply and be approved each year for their individual scholarship.

## ***Metals Service Center Institute Chapter Foundation Scholarship Policy***

The national organization of the Metals Service Center Institute is committed to the welfare of each chapter and the individual member companies and their employees. One of the ways MSCI can accomplish this is by providing scholarship funds to children and spouses of member company employees.

Since 2004, the Institute's Foundation has been matching the scholarships of individual chapters. Starting in 2011, the Foundation will match up to \$10,000 in scholarships paid out of chapter funds. As an example, if the Susquehanna Chapter pays out \$10,000 in scholarships from their treasury, the national organization will pay out an additional \$10,000 to the recipients of the scholarships. The match is only for the funds dispersed from the chapter treasury. If a chapter disperses less than \$10,000 the match will be equal to the amount paid out.

Once a chapter makes its scholarship decisions, MSCI's Foundation will issue one check to the chapter per year up to a total of \$10,000.

As a general rule, contributions from individuals to chapter scholarships are not charitable contributions and cannot be deducted from an individual tax return. To receive and acknowledge a charitable contribution, a chapter must have incorporated a separate scholarship fund and have a group exemption from Federal Income Taxes issued by the Metals Service Center Institute Foundation.<sup>1</sup>

# Chapter Golf Tournaments

## Chapter Eight

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### *This Chapter Covers*

How to Run a Golf Tournament - Golf Tournament Planning Strategies  
Golf Tournament Checklist  
Golf Tournament Sample Income/Expense Statement  
Sample Registration Form  
Golf Tournament Rule Card Sample



# Golf Tournament Planning Strategies

## **Tournament Objective**

Determine and state clearly why the chapter holding the tournament. Is it the normal annual networking event? Is it to raise funds for a scholarship program? Is it to attract typically non-participating chapter members? Is the chapter subsidizing the tournament as a member relations event? The answer to these questions will determine the theme of the event, who will participate and the golf fees the chapter will establish.

## **Select a Golf Course, Date and Time**

The key to a good event is proper planning. Golf courses start booking outings one year in advance. Choose a location and time best suited to your membership. Decide on the format of the tournament because that will help determine whether the event requires tee times or a shot-gun start. (*Shotgun is by far the best format as everyone finishes at the same time.*)

- Ask chapter members for an introduction to their country clubs. Participants often jump at the opportunity to play in private clubs. *Note: most country clubs prefer Monday outings.*
- Ask chapter members for suggestions.
- Ask your local pro shop which clubs they suggest. Sometimes they have coupons or giveaways specifically for outings.

## **Select a Tournament Director/Coordinator**

Select a person who can manage all the details and logistics of the tournament. The tournament coordinator should also participate in the tournament. During the tee off assignments, this individual should start on 1 or 10 so that they can finish on 1 or 9 and arrive at the clubhouse before the other players.

## **Select Format, On-Course Contests and Events**

It is suggested that you have at least one contest per nine holes and reward winners with a prize. (Contest options: Hole-in-one, closest to the pin, longest drive, longest drive, etc.)

Gross or Net Scores – A decision must be made if scores will be tallied on a low gross or low net basis (with handicaps). Some tournaments base awards on one or the other method and some tournaments award both low gross and low net team scores. Typically the course pro will handle calculation of all scores.

Shotgun Best Ball Scramble is the most popular, fastest and easiest. Foursomes drive out to each hole and all begin play at the same time. If you start on hole, two you'll finish on one and so on. All four players tee-off and the team selects the best short. The other three balls are lifted and all hit the next shot within one club length of the best ball without improving the lie of the ball. Play on each hole continues until it is holed out.

Putting Contests can be held on the practice putting green prior to the tournament (Around the World, Horse, Least Putt, etc.) or can be a longest putt on a particular hole during the tournament.

Closest to the Pin is held on a par three. Usually there is a closest to the pin on each nine with a contest for men and women on each.

Longest Drive; Straightest Drive: Coordinate the contest with the golf pro to assure markers and lines are available to calculate the winning shots, one men's – one women's. These are usually planned for a longer par five and again one on each nine.

## **Determine Additional Activities**

If you plan to include food and refreshments, raffles, etc., make certain to plan for timing, space, supplies and budget requirements. Determine how and when the award winners will be acknowledged.

## **Create a Budget**

Determine your entry fee by the target audience's expectation and plan your expenses around anticipated attendance and revenue. Make certain you allow for unexpected expenses. The golf registration fee should consider the groups actual expenses (course fees, meals, etc.) and any additional fundraising profits the Chapter desires to achieve.

## **Golf Tournament Checklist**

### **Nine Months In Advance**

#### **1. Establish your Golf Committee Volunteers**

You will need at least 2-3 volunteers on site during the tournament. Ask the entire Chapter Board to sell sponsorships and obtain raffle prizes. You may wish to designate assignments as follows:

Tournament Coordinator: After location is selected by chapter, the tournament coordinator is the contact person with the golf course and handles all logistics concerning the tournament (including refreshments). The tournament coordinator may wish to be the recipient of the golf registration forms and monies.

Sponsorship Coordinator: While all Chapter members are expected to obtain sponsors, one person should be assigned as the point-person. The coordinator collects the sponsorship company names, logos and prizes. The coordinator should also order the necessary golf sponsorship signs. The tournament coordinator and sponsorship coordinator can be the same person.

Registration Table Volunteers: They will be assigned to the registration table on the day of the tournament and be assigned to display awards and plan onsite announcements.

#### **2. Plan announcements early**

Announce your tournament date and location early so members mark their calendars to avoid scheduling conflicts. Advertise your tournament at other chapter events. Notify your MSCI staff liaison so that the posting appears on your Chapter website and in MSCI communications. Prepare a registration form in an electronic format so that it can be loaded to the MSCI chapter website. *(See sample golf registration form)*

#### **3. Sell sponsorships**

Sponsorships provide the largest revenue for the Chapter and also provides an opportunity for members to advertise their commitment to the Chapter. All Chapter board members should be involved in obtaining sponsorship commitments. Assign one Board member to be the point-person. Make certain to acknowledge and recognize your sponsors and advise the sponsor beforehand what they should expect. Consider the following types of sponsors:

**Hole Sponsors** receive a sign at the designated hole. Hole sponsorships can range from \$100-\$300. Local sign printers can create signs that include the sponsor company name and logo.

**Reception sponsors** can sponsor all or part of the cost of a post-tournament reception. Acknowledge the sponsor with signs, etc. depending upon the location and reception set-up.

### **Three Months in Advance**

1. Create an excel spreadsheet. As registrations are submitted, enter golfer name, company name, handicap, line of business, contact information, payment information and any donations. Information added to the spreadsheet can be exported to create the golf pairings list, invoices, badges, etc.

### **One Month in Advance**



1. Confirm tee times with the golf course and keep them up-to-date on the number of golfers you anticipate, any changes, etc.
2. Confirm food and refreshments.
3. Prepare any printed materials you wish to distribute on the day of the tournament.

### **Three Days in Advance**

1. Finalize pairings by individual requests, line-of-business, type of member (service center, mill, processor, etc.) Excel allows easy manipulation and changes.
2. Confirm final numbers and pairings with golf course regarding number of participants.
3. Print two documents for posting. Golfers by last name and then tee and foursomes by tee. Post both on the day of the tournament. Fax both to the golf course. Remember to update the golf course should there be any changes or cancellations up until the tournament day.
4. Confirm contests with the golf course.
5. If you plan on selling raffle tickets, obtain the raffle tickets and establish a system for drawing.
6. Have a money and change box ready for your volunteers to sell raffle tickets, mulligans, collect donations, etc. Keep each fundraiser separate so you are aware how the monies were generated.

### **On Tournament Day**

1. Provide golf course with sponsor signs with specified hole locations. If you have more than 18 signs, spread them around the golf course but concentrate most of the signs on the tee boxes.
2. Set-Up Registration  
Depending upon the number of golfers, make certain you have ample space and volunteers to register numerous golfers at one time. You may wish to assign each volunteer to take registrations for surnames between A-M for example. For one hundred golfers, it is suggested that you have two people at registration.
3. Sell Raffle Tickets and Mulligans  
If the golf outing is intended to raise funds for a specific purpose, make certain the intent is clearly stated (i.e., cork board presentations, flyers, etc.) so that you can obtain an active commitment to the cause from your participants. Assign three volunteers to sell raffle tickets and mulligans.
4. Display prizes. Display all tournament, raffle and other prizes. Make certain to acknowledge who has donated prizes for your cause.
5. Set up scoreboard in an area where there is room to gather.
6. Assign a volunteer to take photos.
7. Ensure contest markers are placed on holes.
8. Provide golfers with tournament rules.

### After the Tournament

1. Calculate Scores. Make sure all score cards are turned into the course golf pro for tabulation. Post the scores once the golf pro has calculated them. (This item may be handled by the golf pro.)
2. Awards. Announce the winners in reverse order. If there is a ceremony, you may wish to bring the winners up to the stage to receive their awards and take pictures. Announce and publicly thank all your sponsors.
3. Raffle off prizes, cheapest to most expensive. Announce and recognize those who donated prizes as you raffle them. Throw in hats with other prizes.

Prizes should amount to approximately 25% of intended profit goal.

Example for 100 golfers:

8	1 <sup>st</sup> place gross & net	\$100	\$800.00
8	2 <sup>nd</sup> place gross & net	\$75	\$600.00
8	3 <sup>rd</sup> place gross & net	\$50	\$400.00
8	4 <sup>th</sup> place gross & net	\$25	\$200.00
2	Longest drive	\$50	\$100.00
4	Closest to the pin	\$50	\$200.00
			\$2,300.00

*\*Pro-shop should provide 20% discount.*

4. Collect hole sponsor signs and save for the next outing.
5. Meet informally with the golf committee to evaluate the tournament to better prepare and improve next year's event!

**Sample Income Statement  
2018 Florida Chapter Golf Outing**

**2018 Florida Chapter Golf Outing**

<b>Income</b>	
Entries (128@ \$200)	\$25,600.00
Signs (29 @ \$200)	\$5,800.00
Donations	\$31,500.00
Raffle/Silent Auction	\$35,420.05
Mulligans	\$1,200.00
<b>Total Income</b>	<b>\$99,520.05</b>
<b>Expenses</b>	
Falcon's Fire (Pro-Shop)	\$10,885.68
Falcons Fire (Food & Beverage)	\$5,216.00
Signs (scholarship banner)-(giveaway)	\$1,200.50
Refunds	\$0.00
Mailing	\$0.00
Florida Department of State Div. Corp	\$4.50
<b>Total Expenses</b>	<b>\$17,306.68</b>
<b>Net Proceeds</b>	<b>\$82,213.37</b>



## 16<sup>th</sup> Annual Mid-South Chapter Scholarship Golf Outing & Reception

*All Proceeds Benefit the Mid-South Chapter Scholarship Program which awards Scholarships to the children of MSCCI Mid-South Chapter Company members in good-standing. Since 2004, we have awarded 159 scholarships totaling \$450,000. Your support and participation at this golf outing will help us continue our Scholarship Awards for 2019.*

**Thursday, May 16, 2019**

The Frog at The Georgian

1900 Georgian Parkway – Villa Rica, GA 770-459-4400

10:30 am - Shotgun Start

**Registration deadline: Wednesday, May 8, 2019**

### **Schedule**

9:00 a.m. Registration

10:30 p.m. Shotgun Start

### **Registration Fees**

\$235 pp single; \$850.00 for a foursome

### **Cancellation Policy**

Cancellations will be accepted through May 1, 2019. After this date, no refunds will be given. Substitutions may be made at any time. Call or email Teresa Zingale at [teresa@247officeexpress.com](mailto:teresa@247officeexpress.com) at 216.392.1212 with your cancellation or substitution requests.

### **Foursome Requests**

E-mail confirmed foursome requests to Mike Weis at [mweis@petersenmail.com](mailto:mweis@petersenmail.com) no later than May 8.

### **Support the Mid-South Chapter Scholarship by becoming a sponsor!**

Golf Hole Sponsorship: \$400 each

Hole In One Sponsor: \$1,000 each

Reception Sponsorships: \$1,000 each

Gold: \$3,000 – will also receive 4 complimentary golf registrations

Silver: \$2,000 – will also receive 2 complimentary golf registrations

Bronze: \$1,000 – will also receive 1 complimentary golf registration

To become a sponsor, please complete the registration form or call Mike Weis [mweis@petersenmail.com](mailto:mweis@petersenmail.com) or (404) 358 2189. Deadline for sponsorships is May 1.



**Mid-South Chapter  
Metals Service Center Institute**  
100 YEARS STRONG

Registration Form

Mid-South Chapter Scholarship Golf Outing

Please print all information. \$235 per person or \$850 for a foursome. (Includes 5 raffle tickets, 2 mulligans, green fees & hors d'oeuvres to follow tournament.)

Check this box if the players below are a foursome.

1) Name: \_\_\_\_\_ Company: \_\_\_\_\_

2) Name: \_\_\_\_\_ Company: \_\_\_\_\_

3) Name: \_\_\_\_\_ Company: \_\_\_\_\_

4) Name: \_\_\_\_\_ Company: \_\_\_\_\_

List any dietary/physical needs \_\_\_\_\_

Sponsorship Registration

*All proceeds will benefit the scholarship fund. Please support our efforts!*

Golf Holes: # of hole(s) \_\_\_\_\_ x \$400 = \$ \_\_\_\_\_

*My company will sponsor or donate the following:*

Function(s): \_\_\_\_\_ Amount: \$ \_\_\_\_\_

Raffle Donation: \_\_\_\_\_ Estimated Value: \$ \_\_\_\_\_

**Payment Information:**

\_\_\_\_\_ Golfers at \$235.00 \$ \_\_\_\_\_

\_\_\_\_\_ Golfer Foursome at \$850.00 \$ \_\_\_\_\_

\_\_\_\_\_ Sponsorship Total \_\_\_\_\_ \$ \_\_\_\_\_

Total Payment \$ \_\_\_\_\_

**Return completed form with payment to:**

MSCI Mid-South Chapter  
18445 Fox Road  
Hiram, OH 44234  
Phone: 216.392.1212 Fax: 330.908.1587  
Email: [teresa@247officeexpress.com](mailto:teresa@247officeexpress.com)

Questions: Mike Weis at  
[mweis@petersenmail.com](mailto:mweis@petersenmail.com) or (404) 358 2189

**Payment Options:**

Check Enclosed (payable to MSCI Mid-South Chapter)

PayPal (if paying by PayPal, a convenience fee will be included. Please still forward your registration form to Teresa via email or fax)

**Golf**

1 person: [https://www.paypal.com/cgi-bin/webscr?cmd=s-xclick&hosted\\_button\\_id=Z4MBJLWQK5AZJ](https://www.paypal.com/cgi-bin/webscr?cmd=s-xclick&hosted_button_id=Z4MBJLWQK5AZJ)

2 people: [https://www.paypal.com/cgi-bin/webscr?cmd=s-xclick&hosted\\_button\\_id=QMP69UCCY8TZA](https://www.paypal.com/cgi-bin/webscr?cmd=s-xclick&hosted_button_id=QMP69UCCY8TZA)

3 people: [https://www.paypal.com/cgi-bin/webscr?cmd=s-xclick&hosted\\_button\\_id=5NDH9YEW9NHP8](https://www.paypal.com/cgi-bin/webscr?cmd=s-xclick&hosted_button_id=5NDH9YEW9NHP8)

4 people: [https://www.paypal.com/cgi-bin/webscr?cmd=s-xclick&hosted\\_button\\_id=57XUWWS36M56E](https://www.paypal.com/cgi-bin/webscr?cmd=s-xclick&hosted_button_id=57XUWWS36M56E)

**Sponsorship:**

Hole Sponsorship: [https://www.paypal.com/cgi-bin/webscr?cmd=s-xclick&hosted\\_button\\_id=R5TQ98XDFYDWG](https://www.paypal.com/cgi-bin/webscr?cmd=s-xclick&hosted_button_id=R5TQ98XDFYDWG)

Hole in One Sponsorship: [https://www.paypal.com/cgi-bin/webscr?cmd=s-xclick&hosted\\_button\\_id=HRB9C3X8MW22E](https://www.paypal.com/cgi-bin/webscr?cmd=s-xclick&hosted_button_id=HRB9C3X8MW22E)

Reception Sponsorship: [https://www.paypal.com/cgi-bin/webscr?cmd=s-xclick&hosted\\_button\\_id=CELYURVPNHBB8](https://www.paypal.com/cgi-bin/webscr?cmd=s-xclick&hosted_button_id=CELYURVPNHBB8)

Gold: [https://www.paypal.com/cgi-bin/webscr?cmd=s-xclick&hosted\\_button\\_id=TYWSVEER8QLT2](https://www.paypal.com/cgi-bin/webscr?cmd=s-xclick&hosted_button_id=TYWSVEER8QLT2)

Silver: [https://www.paypal.com/cgi-bin/webscr?cmd=s-xclick&hosted\\_button\\_id=TJDWKCKSK5BBW](https://www.paypal.com/cgi-bin/webscr?cmd=s-xclick&hosted_button_id=TJDWKCKSK5BBW)

Bronze: [https://www.paypal.com/cgi-bin/webscr?cmd=s-xclick&hosted\\_button\\_id=XMEF7WJLCHG6U](https://www.paypal.com/cgi-bin/webscr?cmd=s-xclick&hosted_button_id=XMEF7WJLCHG6U)

# Metals Service Center Institute

## Golf Tournament Rules

**Format** – Four Person Scramble, Shotgun Start

All foursomes start at the same time from different tees.

Men: White Tees Women: Red Tees

**Procedure for play:** All players hit from the teeing area. The team selects the best drive, all players go to that location, placing their ball golf within one club-length of the best drive (within 4 inches on the green and fringe). All players hit from the chosen location. This procedure continues until the ball is holed.

You may not improve the lie of the ball or go from one condition to another (i.e. from the rough to the fairway, sand bunker to grass or out of bounds to in bounds).

**Two Drive Minimum:** Two (2) tee shots must be used from each player one per nine.

**Maximum team score per hole:** Bogey

**Special Contests:** Longest drive and closest to the pin will be announced by the started and indicated on the course.

# Meeting Management

## Chapter Nine

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### *This Chapter Covers*

Meeting Management Timetable  
Meetings History  
Potential Meeting Sites  
Site Selection and Inspection  
Negotiations  
Food and Beverage Tips  
Final Details Before the Meeting  
On-Site Management  
At the Conclusion of the Meeting



## Meeting Management

Please refer to the worksheets and tables at the conclusion of this section. Additional items are available electronically in the Chapter Officers Toolkit on the MSCI website. They can serve as a timesaving reference as you plan your Chapter meetings.

### Meeting Management Timetable *(see sample form)*

- Advance planning is the key to success; use the forms in this toolkit as a checklist and reference
- Review responsibilities of individuals; delegate responsibilities to other Chapter officers
- Set-up target dates and completion dates

### Meetings History

- It is extremely critical to maintain history (number of attendees, number of room nights, etc.) regarding past meetings as a reference in future meeting planning, budgeting and execution. Such history will enable you to:
  - Better understand the value of your meeting in relation to a hotel and city to assist in site selection and negotiations with the hotel.
  - Help to develop attendance trends that occur by city, type of facility and program content.
  - Prepare accurate budgets that are based upon historical data versus “guesstimates.”

### Potential Meeting Sites

- Check resources and recommendations including:
  - Contact MSCI headquarters for recommendations
  - References from members or other Chapter officers
  - References from other local trade or civic associations
  - Refer to post-meeting evaluations for attendee recommendations and suggestions *(see sample form)*
  - Prepare a request for proposal "RFP" or a “meeting resume” that outlines number of guestrooms, meeting space and food & beverage events. Remember to include history of your previous meetings.
- Keep a record of facilities contacted
- Obtain a meeting planner kit from the potential sites which includes menu and a/v pricing
- *TIP: Smaller groups may have more successful negotiations and obtain better service with smaller properties. Consider local landmarks or historical properties if they provide banquet services as an alternative to hotels. You can usually find a listing of such properties at the city’s convention bureau website.*



## Site Selection and Site Inspection

- Keep in mind the following when selecting a meeting site:
  - Objectives vs. budget
  - Purpose of meeting
  - Agenda dictates type of property
  - What type of “image” does your meeting want to project? (i.e., business, educational, recreational, etc.)
  - Associated costs (i.e. golf fees, resort fees, service charges and taxes, ground transportation, parking, a/v rental, gratuities, etc.)
  - Food and Beverage Prices. Are the food and beverage prices in line with what attendees are willing to pay? Consider the taxes, service charges, (the plus, plus after prices) in your budget and registration fees. Is the service charge taxable?
  - Preferred dates and flexibility. Think about first, second and third choices for program dates.
  - Arrival and departure schedules. Ask about check-in and check-out times.
  - Number of sleeping rooms available (vs. number required)
  - Accessibility to airport, interstates/freeways,
  - Special requirements (i.e. wheelchair access, videotaping, teleconferencing, etc.)
  - Recreational needs

## Questions To Ask the Sales Representative

- Are preferred dates available?
- What is the “average” group rate? (This determines if you can even go further in negotiations.) Check internet sites for prices offered to the general public.
- Request three to five references. (Even though hotel will give you names of planners with positive experiences, you can still gain valuable information)
- What other groups will be in-house when you are there? What meeting rooms will they be utilizing? Will their audio requirements interfere with your event? Will their size demand most of the hotel staff’s attention?
- What are the taxes/gratuity/hotel service charges? (Taxes and gratuities will vary. Some cities impose taxes. In some states, gratuities are taxable.)

## Negotiations

- Remember everything is negotiable - don’t assume anything
- Shop around for your hotel
- Learn all you can about the hotel’s history and present operations
- Try to lock-in sleeping room, meeting room and food and beverage prices in your negotiations.
- Find out the hotel’s rate of occupancy and rack room rate
- Negotiate for one complimentary sleeping room for every 40 sleeping rooms utilized. You can use this for speakers or other VIPs. Or, at the very least, the hotel may offer upgraded accommodations for a VIP.
- Negotiate for commissions on actual rooms utilized as would a travel agent or independent meeting planner.
- Hotel contracts are written in the best interest of the hotel. Your job is to protect the interests of the association and the attendees. *(see sample contract template in Chapter Officers Toolkit which you can modify and give to the hotel)*

## **Function Room Rental**

- Most properties try to charge for rental of function space.
- This charge can be eliminated or substantially reduced depending upon the number of persons attending a meal function and the cost of the meal, plus projected beverage consumption. For multiple day Chapter meetings requiring sleeping room accommodations, function room rental charges should be waived.

## **During The On-Site Inspection**

- Arrive earlier than prior arranged meeting time with sales staff
- Tour the facility on your own
- Observe all types of employees from different departments
- Observe hotel guests

## **Meeting Room or Function Space**

- Identify and inspect specific meeting rooms assigned to event or session.
- Observe condition of carpeting, seating, air walls, etc.
- Check the rooms for soundproofing, room set-up, ceiling height, obstructions such as columns, chandeliers, etc.
- If possible, ask attendees of other meetings for their opinion on service, food quality, etc.
- Observe banquet service and plating of food
- Ask if there is any renovation scheduled during your meeting time
- Check room heating, ventilation, lighting controls, etc.

## **Sleeping Rooms**

- Check guest room types, room dimensions and bed sizes. Check closet space, bathrooms.
- Observe the condition and cleanliness of carpeting, bedding, furniture
- Observe the neatness of the hallways.
- What conveniences are included? (hair dryers, coffee pots, irons, morning paper, etc.)

## **Public Areas**

- Observe condition and cleanliness of health club facilities, pool, restaurants, lobby area, landscaping, golf course, etc.

## **Meeting Schedule**

- The meeting schedule is a chronological listing of each and every event scheduled for your meeting
- Prepare a schedule for each day and be sure to include meal functions, refreshment breaks, etc.
- Clearly list beginning and ending times in promotional materials and registration forms so that attendees can plan travel arrangements accordingly.

## **Budget**

It is suggested that a budget be prepared for each event prior to the promotion. Consider all costs in estimating per person costs, food & beverage costs, audio visual costs, facility rental fees, bartender fees, etc. Don't forget to add the local sales tax and the customary service charge as these amounts could add up to 30% to the cost of meals and a/v equipment. *(see budget planner form in Chapter Officers Toolkit)*

## **Promotion of the Event** *(see sample form in Chapter Officers Toolkit online)*

- Promote the event at least three months out.
- Provide attendees with as much information as possible regarding event. Include information on keynote speaker(s), topics, date(s), scheduled beginning and ending times, fees, payment information, location, travel information and room accommodations. *(see sample registration form)*
- Obtain as much information as possible on the registration form, including dietary needs, physical needs, events they plan to attend, contact information. Collect email addresses for future communications.

*TIP: If the event includes several meal functions, asking what meal functions they plan to attend on the registration form will help you save money in wasted food and too high food guarantees. They may plan to leave early or arrive late.*

## **Meeting Specifications** *(see sample form in Chapter Officers Toolkit)*

- Use a separate spec sheet for each function
- Include each and every detail for which the hotel is responsible in executing during your meeting. (You will find a list of items you may want to include at the end of this section)

## **Meeting Room Set-Up**

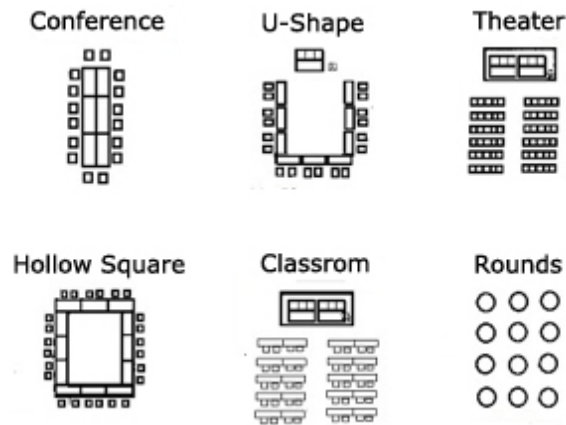
- Select a function room that can accommodate more than your anticipated attendance
- Be as specific as possible with your instructions outlining hotel staff responsibilities. Include all details. Don't assume the hotel knows what you need for a successful meeting.

## **Meeting Room Set-Up** *(see sample diagrams)*

- Select function space that can accommodate more than your anticipated attendance. Consider room required for staging, panelists, etc.
- Don't squeeze people in. Whatever room set-up is selected, instruct hotel to set only two chairs per six foot table or three per eight foot for classroom style seating.

Traditional set-ups are:

- **Classroom:** Preferred set-up for lengthy seminars or programs where note-taking is important. Ask for 2 persons per 6 foot table for most comfort. Hotel standard is 3 persons per 6 foot table.
- **Theatre:** Accommodates a maximum of people (seating, no tables)
- **Conference Style:** Good for meetings of 20 persons or less. Set-up encourages interaction.
- **U-Shape:** Good for meetings/seminars of 32 or less. Allows for easy dialogue and interaction. Use u-shape if you have audio/visual presentations.
- **Hollow-Square:** Good for meetings of 32 or less. Allows for easy dialogue. Works well for meetings without a/v presentations.
- **Banquet:** Used for meal function events. Seat no more than eight people at 60 inch round tables or ten at 72 inch tables
- **Crescent Rounds:** Round tables where only one-half of the table has seating facing the podium. Seat five at 72 inch table.) Works well for meal functions which include presentations.
- 



## Food and Beverage Tips

### Reception:

- The simplest and most cost effective way to serve hors d'oeuvres is butler-style. This allows the food to remain hot in the kitchen until ready to be served. Also, people tend to eat less and food is not wasted. Rule of thumb: Order 2-2.5 hors d'oeuvres per person for a one hour reception passed "butler" style before a dinner.
- Ask hotel to arrange one bar set-up per 100 persons attending. For each additional 50 people, it is advisable to have another bar set-up. Make certain that your contract waives bartender charges if accumulative bar revenue exceeds \$300.00. Try to negotiate a per hour package as opposed to per drink charges, if possible.

### Dinner:

- When having a buffet, hotels prefer one buffet line per 100 people. Instead, ask for one buffet line per 50-75 people in order to keep your attendees moving. Arrange for double-sided buffets.
- When serving wine, ask wait staff to automatically pour first two glasses, subsequent glass should be upon request. Ask that bottles not be placed on tables. Include this note on your event spec sheet.
- If your event is on a tight timetable or if you have welcoming comments, consider having the salad preset for less disruption. Provide your schedule to the hotel so that they are aware of the time frame for which they must conclude service.

- Ask the hotel to discontinue service when speakers begin. Stay in communication with your banquet captain on the progress of the dessert service. Alert your speaker to the proper time to begin.

*Tip: You are not limited to items on the menu. Ask to work with the chef directly and obtain his/her recommendations to work within your budget. Consider eliminating or substituting items to help stay within your budget.*

### **Final Details Before the Meeting**

- Confirm transportation and arrival times for key meetings staff
- Schedule meetings—pre-convention, speakers, speaker support, internal staff, committees, VIPs, transportation, AV - daily, post-convention
- Review specs one more time
- List, pack and ship all supplies
- Determine staffing procedures and schedules

### **On-Site Management and Daily Responsibilities**

- Review current day's events with convention services and catering managers
- Walk through meeting space with convention services manager
- Morning review of pick-up, rooms in-house, no-shows, "walk-ins," etc.
- Meet with speakers or ensure that moderators meet with speakers prior to each session
- Distribute MSCI Antitrust Guidelines to all attendees (*see sample*)
- Monitor all sessions for attendance
- Confirm food and beverage guarantees and make any necessary revisions
- Ensure that all signs and handouts are in the correct rooms
- Review and sign all banquet and other checks

### **At The Conclusion of the Meeting**

- Review all banquet checks, other bills and master accounts
- Confirm guest room pick-up, complimentary rooms, etc.
- Distribute gratuities, if appropriate
- Write thank you letters to key staff, volunteers, speakers and hotel personnel
- Reconcile timeline for the next year
- Review future contracts and adjust room blocks and other conditions based on completed meeting
- Distribute and review attendees' evaluation
- Complete your evaluation of the meeting, the facility and other aspects of the event

# MSCI Advocacy Programs

## Chapter Ten

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*This Chapter Covers*

Introduction  
National Programs  
Chapter Involvement  
Canadian Council  
U.S. Government Relations



## **Introduction**

Legislative and regulatory actions by our government has an impact on North American Manufactures and the metals industry. Government in the words of Norman Cousins is “a senior partner in every business in the country.” MSCI strives to ensure that members have government actions, legislation and regulations important to the health of N. American manufacturing

With this in mind, MSCI promotes member awareness and possibly participation in local, state/provincial; and national politics in the U.S. and Canada. Members are encouraged to target initiatives that are most likely to affect the metals community – service centers, producers, their customers and their suppliers. Although MSCI focuses on the federal level, the basic program and resources can be translated to local and state/provincial initiatives.

The purpose of this guide is to describe MSCI’s advocacy program so that Chapters can use the resources available in their programs.

## **The National Programs**

MSCI’s mission is to assist members in achieving a higher return on invested capital. In the public policy arena, this translates into support for government policies, which promote a healthy manufacturing base in the U.S. and Canada and works to keep the North American metals industry globally competitive:

Elements of this agenda include:

- Competitive import and export policies
- Competitive tax policies
- Competitive labor regulations
- Reliable energy supplies

The review and approval of MSCI’s activities that promote this agenda and are performed by the Board of Directors.

## **Chapter Involvement**

Chapter involvement is an element of MSCI’s governmental affairs effort because there are some simple truths in the interaction between government and its constituency:

1. All politics is local.
2. Achieving the 'greater good' often means responding to groups rather than individual constituents.

Legislators and regulators need to know who you are, how your business operates, what role your company plays in the local community and the economy as a whole, and how your business will be affected by various initiatives. MSCI has developed an economic impact study that can help communicate that impact (see <http://www.msci.org/advocacy/metals-industry-economic-impact>). Chapters should develop relationships with their elected officials to communicate the industries’ impact and help industry’s to influence public policy on a national level.

## **Canadian Council**

The Canadian Council represents the interests of Canadian-based MSCI members.

Coalitions formed by the Canadian Manufacturers and Exporters (CME) and other associations like the Canadian Steel Construction Council are supported by MSCI. Additional involvement at the Federal level is made by invitation to provide input into nonpartisan government committees such as the Parliamentary Steel Caucus, or with other trade associations such as the Canadian Steel Producers Association. The goal is to support our member's interests and support government activities that lower costs and enhance our member companies' bottom lines.

In addition, the Canadian Council Division chair, staff liaison and volunteer members attend specific meetings and sessions to gather data and deliver appropriate messages to both Federal and Provincial government agencies.

Pertinent government studies, information on pending legislation, classifications and numerous other pieces of information are passed on to members to provide the necessary background on important business issues.

Specific provincial matters are dealt with on a Chapter by Chapter basis with MSCI's support.

## **U.S. Government Relations**

The Board of Directors has primary responsibility for directing the MSCI's federal public policy stances and initiatives.

MSCI interacts with other major metal and manufacturing associations such as the National Association of Wholesalers-Distributors; the National Association of Manufacturers; U.S. Chamber of Commerce, The Aluminum Association; the American Iron & Steel Institute, the Specialty Steel Industry of North America; and the Copper and Brass Fabricators Association. The Institute follows or belongs to major single-issue coalitions like the USMCA Coalition and the LIFO Coalition. In addition, MSCI's staff and our Washington public policy consultants review a wide range of information and databases to ensure MSCI is current on the developing issues that could impact our members. Chapters may wish to schedule tours for members of Congress, their district office or Washington staff, other public officials or simply extend social invitations to government officials for Chapter functions or invite government officials to speak at a program

For further information on the MSCI Advocacy Platform on issues impacting the health of the N. American manufacturing please visit [www.msca.org](http://www.msca.org)



# **MSCI Constitution & By-Laws**

## **Chapter Eleven**

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**Metals Service Center Institute**  
**(formerly the American Steel Warehouse Association, Inc.,**  
**and the Steel Service Center Institute)**  
**AMENDED AND RESTATED**  
**BY-LAWS ~~(as Amended November 11, 2015)~~**

**ARTICLE I**

**MEMBERS**

**Section 1.1. Classes of Members.** The Metals Service Center Institute (formerly the American Steel Warehouse Association, Inc., and formerly the Steel Service Center Institute) (the "Institute") shall have six classes of members, those being Active Members, Associate Members, Affiliate Members, International Members, Honorary Members, and International Trade Association Members.

**ARTICLE I Section 1.2. Qualifications for Membership.**

(a) **Active Members.** All persons who signed the certificate of incorporation of the Institute shall be Active Members, and any corporation, partnership or sole proprietorship in the United States, Canada or Mexico engaged in the metals service center industry and who possess the proper qualifications as adopted by the Board of Directors from time to time shall be eligible for Active Membership. These entities shall be admitted to membership pursuant to Section 1.3 of these By-Laws.

Each Active Member shall appoint one of its officers, directors, partners or employees as the representative of such member and such representative shall vote and act for such member in all the affairs of the Institute. Any such representative may be changed at any time by a written notice delivered to the Secretary of the Institute.

(b) **Associate Members.** Any corporation, partnership, sole proprietorship or individual with facilities in the United States, Canada or Mexico, engaged for their own account in the production of one or more of the metals products upon which Active Member dues of this Institute are based shall be eligible for Associate Membership provided, however, that the membership of any corporation, partnership, sole proprietorship or individual admitted to Associate Membership prior to any change in the designation of products upon which Active Membership dues are based, shall be unaffected by such change. These entities will be admitted to membership pursuant to Section 1.3 of these By-Laws.

**(b) i Associate Members – Trading Organizations.**

Any corporation, partnership, sole proprietorship or individual organized in the United States, Canada or Mexico, with annual sales to North American service centers (Active Members) from owned or consigned inventory in North America of at least \$50,000,000 per year, whose sales force represents a non-North American corporation with a non-North American production facility or facilities engaged in the production of one or more of the metals products upon which Active Member dues are based.

**(c) Affiliate Members.** Companies who provide cutting, coating, heat treating processing, finishing and other products and services to Active and Associate Members and who possess the proper qualifications as adopted by the Board of Directors from time to time may be admitted to Affiliate Membership in the Institute pursuant to Section 1.3 of these By-Laws. Affiliate Members, by definition, cannot maintain owned or consigned inventory of metal products for resale; unless the inventory is of products upon which dues are not based.

**(d) Honorary Members.** Those persons who have advanced the interests of the metals service center industry and of the Institute and are admitted to membership pursuant to Section 1.3 of these By-Laws shall be Honorary Members of the Institute.

**(e) International Members.** International members shall be divided into three categories: (1) International Active Members, (2) International Associate Members and (3) International Affiliate Members. International Active Members shall be such persons, firms or corporations located outside the United States, Canada or Mexico, engaged in the metals service center industry. Such entities shall be admitted to International Active membership pursuant to Section 1.3 of these By-Laws. International Associate Members shall be such persons, firms or corporations whose facilities are located outside the United States, Canada or Mexico who are engaged in the manufacture of metals products. International Affiliate Members shall be such persons, firms or corporations whose facilities are located outside the United States, Canada or Mexico who provide processing of said metal products or who provide other products and services to service centers. These entities shall be admitted to membership pursuant to Section 1.3 of these By-Laws.

Whenever these By-Laws refer to a member company as a "Canadian resident," it shall mean that such company has a membership address which is in Canada, is incorporated in Canada (if a corporation) and is engaged in the metals industry in Canada. Whenever these By-Laws refer to a member company as a "Mexican resident," it shall mean that such company has a membership address which is in Mexico, is incorporated in Mexico (if a corporation) and is engaged in the metals industry in Mexico.

**(f) International Trade Association Members.** Associations based outside of North America whose membership is comprised primarily of companies who would be eligible for Active, Associate or Affiliate membership in the Institute if they maintained a physical location or facility in the United States, Canada or Mexico. Member companies of an International Trade Association member (ITA) would be conferred the same meeting attendance and seminar participation benefits of regular North American members. However, member companies of an ITA with North American facilities or assets would be required to apply in the appropriate Active, Associate or Affiliate member category and pay dues as required of that category. Such entities shall be admitted to International Trade Association membership pursuant to Section 1.3 of these By-Laws.

**Section 1.3. Application for and Election to Membership.** All applications for Active, Associate, Affiliate, International, and International Trade Association memberships must be made in writing, signed by the applicant or an officer of the applicant, and shall state the class of membership applied for and be addressed to the Secretary of the Institute. The candidate shall be elected a member, if it shall be determined that the candidate is qualified as a member pursuant to the Constitution and these By-Laws, either by written approvals of such application signed by a majority of the members of the Board of Directors of the Institute (the "Directors") or of the Executive Committee of the Board of Directors, or by the vote of a majority of such members at a meeting of the Directors or the Executive Committee.

Persons to be designated as Honorary Members must be recommended by the Executive Committee and elected by the vote of a majority of the Board of Directors.

**Section 1.4 Meetings of Members.**

(a) **Annual Meeting.** An annual meeting of the members of the Institute shall be held at such place, within or without the State of New York, and on such date prior to June 1 of each year, as may be designated by the Directors, for the purpose of electing Directors-at-Large and Officer Directors, and for the transaction of such other business as may be brought before the meeting.

Notice of each annual meeting of voting members shall be given by the Secretary to each Active member of the Institute by delivering such notice to such members personally or mailing the same to them at the addresses which appear on the books of the Institute at least thirty (30) days prior to the meeting. Nevertheless, a failure to give such notice, or any irregularity in such notice, shall not affect the validity of any annual meeting or of any proceedings at any such meeting.

(b) **Special Meetings.** Special meetings of the Active members of the Institute may be called at any time by a majority of the Directors in writing, or by vote, and special meetings so called shall be held at the place and time similarly designated. Special meetings may also be called at any time on the written request signed by not less than ten percent (10%) of the members entitled to vote and delivered to the Secretary of the Institute, and special meetings so called shall be held on the day not more than sixty (60) days after the receipt of such request, and at the time and place designated by the Chairman of the Board of Directors of the Institute (the "Chairman"), or if the Chairman shall for any reason fail to make such designation within thirty (30) days after the receipt of such request, at the time and place designated by the Secretary of the Institute. If the Chairman and the Secretary shall neglect to issue such a designation, the persons making the request may issue the call.

Notice of each special meeting, indicating briefly the objects thereof and the place, date and hour, shall be given by the Secretary of the Institute to each member entitled to vote at such meeting by mailing such notices to them at the addresses which appear on the books of the Institute at least ten (10) days prior to the meeting, or by delivering such notices to them personally, at least ten (10) days prior to the meeting.

(c) **Quorum.** At any meeting of the members of the Institute, one-third of all the members entitled to vote at such meeting, present in person or represented by proxy, shall constitute a quorum for all purposes, unless the presence of a larger number shall be required by law, and in that case the presence of the number so required shall constitute a quorum.

If the members necessary to constitute a quorum shall fail to attend in person or by proxy at the time and place fixed, as above provided, a majority of the members entitled to vote at such meeting, present in person or by proxy, may adjourn the meeting from time to time, without notice other than by

announcement at the meeting, until the number of members requisite to constitute a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting if it had been held as originally called. Any matter upon which members are required or entitled to vote, including changes in the constitution of the Institute or these By-Laws, and including the election of Directors, may be by ballot or by proxy. Any provision of the By-Laws which requires that such a vote be taken at a meeting or otherwise is hereby modified.

**(d) Organization of and Order of Business at Meetings.**

**(1) Organization.** The Chairman, and in the Chairman's absence the President, shall call meetings of the members to order and shall act as chairman of such meetings, and in the absence of both the Chairman and the President, a Vice-Chairman shall act as chairman. In the absence of the Chairman, the President and Vice Chairmen-, the members present, who are entitled to vote at such meeting, may elect a chairman by a majority vote.

The Secretary of the Institute shall act as secretary at all meetings of the members, but, in the absence of the Secretary at any meeting of the members, the presiding officer may appoint any person to act as secretary of the meeting.

**(2) Order of Business.** At each annual meeting of the members the order of business shall be as follows:

- (A) Reading of minutes of the preceding meeting
- (B) Election of Directors
- (C) Communications
- (D) Reports of Officers
- (E) Reports of Committees and action thereon
- (F) Unfinished business
- (G) New business

This order of business may be followed at other meetings of the members or may be changed at any meeting of the members by a vote of the majority of the members present and entitled to vote at such meeting.

**(e) Voting.** Each Active Member in good standing (which is defined as not more than three months in arrears in dues payments) shall be entitled to one vote at all meetings of members on all matters. Associate, Affiliate, International, Honorary and International Trade Association Members shall not be entitled to vote.

Any member may vote in person or by proxy appointed by instrument in writing, subscribed by such member or by his or her duly authorized attorney and delivered to the inspectors at the meeting. Such instrument may contain specific instructions as to the manner in which such vote shall be cast, and no vote cast by such proxy, contrary to any such instructions, shall be valid. Upon demand of any member, the vote for Directors and upon any question coming before the meeting shall be by ballot, but unless the demand be made, the vote may be taken in any way approved at such meeting.

## ARTICLE II

### DIRECTORS

**Section 2.1. Authority of Directors.** The affairs of the Institute shall be managed and controlled by the Directors, who, subject to limitations contained in the New York Not-For-Profit Corporation Law, the Certificate of Incorporation of the Institute (as amended) and these By-Laws, shall exercise, conduct and control the powers, properties and affairs of the Institute and formulate policy for the Institute.

**Section 2.2. Number of Directors.** The number of Directors of the Institute shall be not less than nine (9) and not greater than fifty-one (51). No more than seven (7) Directors in aggregate shall be employed by or affiliated with any one member and its affiliates. This number may be reduced so that no single member and its affiliates may cast a majority vote on any matter of Institute business.

**Section 2.3. Classification of Directors.** The Institute shall have six classes of Directors, those being (a) Directors-at-Large, (b) Officer Directors, (c) Associate Directors, (d) Chairman Emeritus Director (immediate past chairman), (e) Product Division Directors, and (f) Committee Chair Directors.

(a) Directors-at-Large

The total number of Directors-at-Large shall be twenty five (25), at least one of whom shall be a Canadian resident Active Member of the Institute.

(b) Officer Directors

The volunteer officers of the Institute as set forth in section 4.1 herein – the Chairman, all Vice Chairs, the Treasurer – will be elected to two-year terms as Officer Directors. In addition, the President of the Institute shall be elected (in accordance with section 2.4(b) of these By-Laws) as an Officer Director to a two year term.

(c) Associate Directors

There shall be one (1) or more Associate Directors herein nominated by the Nominating Committee.

(d) Chairmen Emeritus Director

The most recent former chairman of the Executive Committee of the Institute, who, upon the expiration of his or her term as Chairman, shall become a Chairman Emeritus Director and a member of the Chairmen Emeritus Council. In the event that the Chairman of the Executive Committee of the Institute shall have an unexpired term remaining as a Director-at-large upon becoming a Chairman Emeritus Director, the unexpired term as Director-at-large shall be deemed vacant and shall be filled pursuant to these By-Laws.

(e) Product Division Directors

Each product division created by the Board of Directors shall be entitled to elect one (1) Product Division Director.

(f) Committee Chair Directors

The following committees, created by the Board of Directors, shall each be entitled to representation on the Board of Directors: Government Affairs, Education, Affiliate Member, Research, and Budget and Audit.

**Section 2.4. Election of Directors.**

(a) Directors-at-Large

Directors-at-Large shall be elected at each annual meeting of the members of the Institute by the vote of all the Active Members of the Institute present at such meeting in person or by proxy, provided, however, that the individual elected as the President of the Institute pursuant to the provisions of Section 2.10 of these By-Laws shall be deemed to have been elected a Director-at-Large of the Institute for a term as specified in Section 2.5(a) of these By-Laws.

(b) Officer Directors

Officer Directors shall be elected at each annual meeting of the members of the Institute by the vote of all the Active Members of the Institute present at such meeting in person or by proxy.

**Section 2.5. Term of Office of Directors.**

(a) Directors-at-Large

The term of office of the Directors-at-Large elected at the annual meeting of the Institute shall be two (2) years, provided, however, that the person serving as Director-at-Large by virtue of having been elected as the President of the Institute shall serve for a one (1) year term. Directors-at-Large shall serve no more than four (4) consecutive terms. This term limit does not apply to the President of the Institute whose term of office coincides with his or her employment. These terms shall begin on the first day of July in the calendar year in which such person was elected and shall expire on the 30th day of June two years thereafter.

(b) Officer Directors

The term of office of the Officer Directors elected at the annual meeting of the Institute shall be two (2) years. Officer Directors shall serve no more than four (4) consecutive terms unless they are in the Officer succession track leading to Chairman. These terms shall begin on the first day of July in the calendar year in which such person was elected and shall expire on the 30th day of June two years thereafter.

(c) Product Division Directors, and Committee Chair Directors

The term of office of each Product Division Director and Committee Chair Director shall be two (2) years with a term limit of four (4) consecutive terms. These terms shall begin on the first day of July in the calendar year in which such person was elected and shall expire on the 30th day of June two years thereafter. Each person elected as a Product Division Director, and Committee Chair Director shall be an officer, director, partner, or employee of an Active, Associate or Affiliate Member.

(d) Associate Directors

The term of office of Associate Directors shall be two (2) years. These terms shall begin on the first day of July in the calendar year in which such person was elected and shall expire on the 30th day of June two years thereafter.



(e) Chairmen Emeritus Directors

The Chairman Emeritus Director (immediate past chair) shall serve in that capacity until a new Chairman Emeritus qualifies as a Chairman Emeritus Director, as long as the Chairman Emeritus Director remains an officer, director, partner, or employee of an Active Member.

**Section 2.6. Removal.** The entire Board of Directors or any individual Director may be removed from office for cause at any meeting of the members by the vote of a majority of the members entitled to vote thereon or as otherwise permitted by law. In such a case, new Directors may be elected at the same meeting. Absence at three (3) consecutive meetings of the Board of Directors shall, after consultation by the Executive Committee, constitute resignation from the Board of Directors.

**Section 2.7. Voting Rights of Directors.** Directors-at-Large, Officer Directors, National Chapter Directors, Chairmen Emeritus Director, Product Division Directors, and Committee Chair Directors shall be entitled to vote on all matters submitted to the Directors for a vote. Associate Directors shall not have the right to vote.

In the event that any Member shall have more than one of its directors, officers, and/or employees serving as a Director of the Institute simultaneously, upon the request of any Director, all voting by Directors shall be by secret ballot.

**Section 2.8. Vacancies.** In case of any vacancy in the Directors through death, resignation, disqualification or other cause, the remaining Directors or the Executive Committee, by affirmative vote of a majority thereof, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant and until the election of a successor; if a vacancy shall occur in the office of a Product Division Director, the Director elected to fill the vacancy shall be elected by and a member of the same Product Division Council, and if a vacancy shall occur in the office of a Committee Chair Director, the Director elected to fill the vacancy shall be a member of that committee.

**Section 2.9. Meeting of Directors.**

(a) **Place of Meetings.** The Directors may hold their meetings (except as otherwise may be provided for by law) in such place or places as the Directors from time to time may determine.

(b) **Regular Meetings.** A regular meeting of the Directors shall be held during the annual meeting of the members of the Institute at the same place and following the election of Directors-at-Large as provided in Section 1.4(a) of these By-laws. An additional regular meeting shall be held each fall. Other regular meetings of the Directors may be held at such stated times and at such places as from time to time may be prescribed by resolution of the Directors. No notice of regular meetings shall be required.

(c) **Special Meetings.** Special meetings of the Directors shall be held whenever called by direction of the Chairman or of one-third of the Directors for the time being in office.

The Secretary shall give notice of each special meeting by mailing the same at least one week before the meeting or by telegraphing or by telephoning the same at least three days before the meeting to each Director, but such notice may be waived by any Director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting. At any meeting at which every Director shall be present even though without any notice, any business may be transacted.

(d) **Quorum.** A majority of all the Directors (unless otherwise specified in these By-Laws) entitled to vote shall constitute a quorum for the transaction of business, unless the presence of a larger number of Directors is required by law, in which case, the presence of the number so required shall constitute a quorum.

If the number of Directors necessary to constitute a quorum shall fail to attend a meeting in person at the time and place fixed for such meeting, as above provided, a majority of the Directors entitled to vote at such meeting, present in person, may adjourn the meeting from time to time, without notice other than by announcement at the meeting, until the number of Directors requisite to constitute a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting if it had been held as originally called.

(e) **Unanimous Written Actions.** Any action required or permitted to be taken by the Directors or any committee of the Directors may be taken without a meeting if all of the Directors or members of the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and written consents thereto by the Directors or members of such committee shall be filed with the minutes of the proceedings of the Directors or the committee.

(f) **Telephonic Meetings.** Any one or more Director or any one or more member of a committee of Directors may participate in a meeting of the Directors or of such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

(g) **Order of Business.** At meetings of the Directors, business shall be transacted in such order as from time to time the Directors may determine by resolution.

**Section 2.10. Annual Report.** At each annual meeting of the members of the Institute, the Directors shall present a report, verified by the Chairman and Treasurer, or by a majority of the Directors, showing the whole amount of real and personal property owned by the Institute, where located and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition, the amount applied, appropriated or expended during the year immediately preceding such date and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made, and the names and places of residence of the persons who have been admitted to membership in the Institute during such year. Such report shall be filed with the records of the Institute and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

## ARTICLE III

### COMMITTEES, DIVISIONS, AND COUNCILS

#### Section 3.1. Executive Committee.

(a) **Establishment.** An Executive Committee is hereby established.

(b) **Authority.** During the intervals between the meetings of the Directors, in all cases in which specific directions shall not have been given by the Directors, the Executive Committee shall have and may exercise all the powers of the directors in the management and control of the affairs of the

Institute, in such manner as the Executive Committee shall deem best for the interests of the Institute. All actions by the Executive Committee shall be reported to the directors at the meeting next succeeding such action and shall be subject to revision or alteration by the Directors, provided that no rights or acts of third parties shall be affected by any such revision or alteration.

**(c) Designation and Election of Members.**

The Executive Committee shall be comprised of a minimum of nine (9) and a maximum of thirteen (13) Members including the Chairman, the Vice Chairmen, the Treasurer, the immediate past Chairman of the Board of Directors and the President. The Committee will be elected by the Board of Directors. To be eligible to serve on the Executive Committee a Member must have served for at least one year on the Board of Directors. The Chairman of the Board of Directors shall act as Chairman of the Executive Committee.

Members of the Executive Committee shall be elected during the regular meeting of the Directors of the Institute held during the Annual Meeting of the members of the Institute (as provided by Section 2.8(b) of these By-Laws) and shall serve as members of the Executive Committee by virtue of their election to the above described offices until the next annual meeting of the members of the Institute. Members of the Executive Committee, not including officers, shall serve no more than three (3) consecutive one year terms. The term on the Executive Committee supersedes all other term limits. Directors shall fill vacancies in the Executive Committee.

**(d) Procedures-Meetings-Quorum.** The Chairman of the Executive Committee or, if the Chairman is not present, one of the Vice Chairmen, shall preside at each meeting of the Executive Committee. The Executive Committee shall fix its own rules of procedure. The meetings of the Executive Committee shall be held whenever called by the direction of the Chairman of the Executive Committee or any two members of the Executive Committee. The secretary shall give notice of each meeting by mailing the same at least one week before the meeting or by e-mailing or telephoning the same at least three days before the meeting but such notice may be waived by any member of the Executive Committee. Any business may be transacted at any meeting. At every meeting of the Executive Committee the presence of a majority of all members shall be necessary to constitute a quorum and the affirmative vote of a majority of the members present shall be necessary for the adoption by it of any resolution.

**Section 3.2. Other Committees.**

**(a) Establishment**

The following committees are hereby established: Government Affairs, Education, Research, Nominating, Compensation, Investment, Affiliate Member, Safety, and Budget and Audit.

The Directors, by resolution passed by a majority of them, at any meeting at which a quorum is present, may designate such other committees to be composed of such number of members and with such powers and duties as the Directors may direct and specify in the respective resolutions appointing them. All members of all such committees shall be either Active, Affiliate or Associate Members, or officers, partners, directors or employees of Active, Affiliate or Associate Members. A majority of all the members of any such committee may determine its action and fix the time and place of its meetings, unless the Directors shall otherwise provide. The Directors shall have power at any time to change the members of any such committee, to fill vacancies and to discharge any such committee.

**(b) Designation and Appointment of Members**

The President, subject to the approval of the Executive Committee, may designate persons to constitute such committees as the Chairman may deem necessary or advisable to consider and report on any matter. All members of such committees shall be either Active Members or Associate Members, or officers, partners, directors or employees of Active or Associate Members. The Chairman, subject to the approval of the Executive Committee, shall have power at any time change the members of any such committee, to fill vacancies and to discharge any such committee. The Chairman, subject to the approval of the Executive Committee, shall appoint a chairman of each such committee and the chairman shall determine the time and place of its meetings.

(c) Authority

No committee shall have any power to bind the Institute in any way, except subject to the approval of the Directors or the Executive Committee. No committee shall have any power to establish or determine policies of the Institute.

(d) Advisory Committees

The President, subject to the approval of the Executive Committee, may designate persons to constitute advisory committees to the Institute or to other ad hoc committees and task forces of the Institute. All members of such advisory committees shall be regularly engaged in the field of activity with which the committee is charged. If the President determines additional expertise is required on any advisory committee, the President may designate a non-member to serve on the committee. No such committee shall have any power to bind the Institute in any way. The Chairman, subject to the approval of the Executive Committee, shall have power at any time to change the members of the any such committee, to fill vacancies and to discharge any such committee.

(e) Nomination Process

At least thirty (30) days prior to the first day of each annual meeting, the President shall convene a nominating committee comprised of the officers of the Institute. This committee shall select candidates by a majority vote of the committee for the various elective offices of Directors and Officers of the Institute.

**(i) The Nominating Committee report, containing the slate of candidates for President and Secretary so selected, shall be presented to the Board of Directors when the Board of Directors meets at the annual meeting. After the report is presented, any Director may place in nomination the name(s) of any member(s) eligible to serve in the office for which such person was nominated. The Directors shall elect the Officers, and such Officers shall be installed prior to the adjournment of the Annual Meeting.**

**(ii) The Nominating Committee report, containing the slate of candidates for the Board of Directors and Officer Directors so selected, shall be presented to the members at the annual meeting. After the report is presented, any Active Member of the Institute may place in nomination the name(s) of any representative of any member(s) eligible to serve as Director, provided the name(s) are properly seconded. All nominations from the floor will be added to those contained in the nominating committee's report, and the voting members of the Institute may vote for any individual so nominated.**

**Section 3.3. Divisions.**

(a) Establishment

The Directors, by a resolution passed by a majority of all the Directors, may designate such Divisions of the Institute with such powers and duties as the Directors may specify in the respective resolutions establishing them; **provided, that there shall be designated an Aluminum Product Division and a Canadian Division, which designation shall not be removed except with the approval of such Aluminum Product or Canadian Divisions.**

The Directors shall specify the particular sector or segment of the metals service center industry which shall be the responsibility of the Division.

(b) Division Membership, Councils and Selection of Chairpersons

Any Active, Associate, or Affiliate Member who participates in a particular sector or segment of the metals service center industry may be a member of the Division involved in that sector or segment. Each Division may establish reasonable membership criteria subject to the approval of the Executive Committee. Each Division shall have a duly constituted Council with a minimum of nine (9) and a maximum of twenty-one (21) members. Council chairpersons and vice-chairpersons are selected for two (2) year terms by the current chair, previous chair, staff liaison and the President (the "Division Nominating Committee"). This selection is confirmed by the Board of Directors. Council members will be appointed by the Division Nominating Committee to staggered two (2) year terms. Council members may serve a maximum of three (3), consecutive, two year terms. The tenure of the chairperson or vice-chairperson shall be excluded from this six (6) year term limitation. This sub-section (3.3b) shall not apply to the Canadian Division, which is covered by a separate subsection of these by-laws.

Because of its unique membership and goals, the Canadian Division is exempt from the above term limits and membership minimums and maximums.

(c) Authority

No Product Division shall have the power to bind the Institute in any way, except subject to the approval of the Directors or the Executive Committee.

**Section 3.4. Councils.**

(a) Chapter Leadership Council

The Chapter Leadership Council shall be a forum for chapter leadership, shall identify alternative ways to effectively deliver services to the chapters and shall provide policy oversight for the chapters. The Chapter Leadership Council shall sponsor an annual Chapter Leadership Symposium to identify, educate and promote up-and-coming chapter leaders and to develop chapter management skills and efficiencies.

(b) Chairmen Emeritus Council

Each former Chairman of the Institute or of the Canadian Steel Service Center Institute, upon the expiration of his or her term as Chairman, shall become a member of the Chairmen Emeritus Council. To be eligible for membership on the Chairmen Emeritus Council, the former Chairman must be an

officer, director, or employee of a Member. The Chairmen Emeritus Council shall undertake projects, as assigned by the Directors or President and shall provide experience, continuity, and seasoned judgment.

## ARTICLE IV

### OFFICERS

**Section 4.1. Designation of Officers.** The Officers of the Institute shall be a Chairman, two or more Vice Chairmen, the immediate past Chair, the President, and a Treasurer, all of whom shall be elected by the Directors. The Chairman, the Vice Chairmen, the President and the Treasurer shall be Directors. The same person may hold the offices of Vice Chairman and Treasurer, Vice Chairman and Secretary, President and Secretary or President and Treasurer.

The Directors or President and Chairman may appoint such other Officers as they shall deem necessary, who shall have such authority and shall perform such duties as from time to time may be prescribed by the Directors or the President and Chairman. The term of office for Officers shall be the normal term of a Director, a maximum of four (4) two (2) year terms in any Board capacity, unless the incumbent is in the Officer succession sequence leading to becoming Chairman.

In the absence of any Officer of the Institute, the Directors may delegate such Officer's powers or duties to any other Officer or to any Director, for the time being.

All Officers of the Institute shall be subject to removal at any time by the affirmative vote of a majority of all the Directors in office, except as may be otherwise provided in a written contract approved by a majority of all the Directors. All Officers, other than Officers appointed by the Directors, shall hold office at the discretion of the Officer appointing them.

No Officer of the Institute, and no one who may be designated by the Directors or by the Executive Committee, who is an official, director, partner, employee, representative or otherwise affiliated with a company or a person engaged in the metals service center industry shall have access to reports, data, or statistics of any nature, whatsoever, submitted to the Institute by individual member companies.

**Section 4.2. Chairman.** The Chairman shall preside at all meetings of the members, of the Directors, and of the Executive Committee, shall be ex officio a member of all standing committees and shall be Chairman of the Executive Committee. Subject to the Directors, the Chairman may be given general charge and supervision over the business and affairs of the Institute. The Chairman shall keep the Directors fully informed, and shall freely consult with them concerning the business and affairs of the Institute in his or her charge, and shall perform such other duties as may from time to time be assigned to the Chairman by the Directors.

**Section 4.3. Vice Chairmen.** The Vice Chairmen, in the order from time to time designated by the Directors, shall, except as otherwise provided in these By-Laws, be vested with all the powers and be required to perform all the duties of the Chairman in the latter's absence and at other times they shall have such powers and perform such duties as may be assigned to them by the Directors.

**Section 4.4. President.** The President shall be the Chief Executive Officer of the Institute, and shall be in general charge of the operation of the Institute. The President shall also have such other powers and perform such other duties as may be assigned to the President from time to time by the Directors. The President shall receive such compensation as may be determined by the Compensation Committee.

**Section 4.5. Treasurer.** The Treasurer may execute and deliver all authorized bonds, notes, checks, contracts, agreements or other obligations or instruments in the name of the Institute, and the Treasurer shall have custody of all the funds and securities of the Institute which may have come into the Treasurer's hands; when necessary or proper the Treasurer shall endorse on behalf of the Institute for collection checks, notes and other obligations, and shall deposit the same to the credit of the Institute in such bank or banks or depository as the Directors may designate; unless otherwise ordered by the Directors, the Treasurer shall sign all receipts and vouchers for payments made to the Institute and shall sign all checks made by the Institute, and shall pay out and dispose of the same; the Treasurer shall enter regularly, in books of the Institute to be kept by the Treasurer for such purpose, full and accurate account of all moneys received and paid by the Treasurer on account of the Institute; the Treasurer shall submit a detailed statement of the Treasurer's cash account at each annual meeting of the members of the Institute, showing the financial transactions for the preceding fiscal year, and shall furnish to the Chairman and the Directors from time to time, as required by them, such information relative to the funds of the Institute as may be required; the Treasurer shall prepare and submit to the Directors for their approval the report required by Section 2.10 of these By-Laws; and the Treasurer shall perform all acts incident to the position of Treasurer, subject to the control of the Directors.

The Directors may by resolution transfer to and vest in the President, for such time as the Directors shall determine, any or all powers, duties and functions herein vested in the Treasurer and may prescribe that such powers, duties and functions shall be exercised either exclusively by the President or concurrently by him with the Treasurer in such manner as the Directors may order.

**Section 4.6. Secretary.**

The Secretary shall keep the minutes of all meetings of the Directors and the minutes of the members of the Institute in books provided for that purpose; the Secretary shall keep a roll of the members of the Institute and shall attend to the giving and serving of all notices of the Institute, the Secretary shall have charge of such books and papers as the Directors may direct; and the Secretary shall in general perform all the duties incident to the office of the Secretary, subject to the control of the Directors. The Chief Staff Officer (the President and CEO of the Institute) may serve as the Secretary unless another Director, officer or individual is elected to the position by the Board of Directors.

**Section 4.7. Corporate Seal.** The Directors shall provide a suitable seal, containing the name of the Institute, which seal shall be in the charge of the Secretary. When so directed by the Directors, a duplicate of the seal may be kept and be used by the Treasurer or by any Assistant Secretary or Assistant Treasurer.

## ARTICLE V

### AUTHORITY TO OBLIGATE INSTITUTE

Except expenditures previously authorized by the Board of Directors in approving the Budget, no agreement, contract or obligation shall be made without the approval of the Directors, the Executive Committee or as authorized and delegated under spending authorizations previously approved by the Board of Directors or the Executive Committee.

## ARTICLE VI

### LOCAL CHAPTERS

**Section 6.1. Organization.** Any six Active Members of the Institute having service centers in the same trade area may organize a local Chapter, incorporated or unincorporated. The constitution and by-laws of such local Chapter shall provide that no persons shall be eligible for membership therein unless such persons are Active Members, Associate Members or Affiliate Members of the Institute or officers, directors, partners or employees of such Members, and shall also set out the limits of the trade area by such local Chapter.

**Section 6.2. Recognition.** Any such local Chapter may apply to the Institute in writing for recognition as a local chapter of the Institute. Such application shall be sent to the Secretary and shall be signed by the president and secretary of the local Chapter, and shall be accompanied by a copy of the constitution and by-laws of the local Chapter. Each such application shall be considered by the Directors at their meeting next succeeding the receipt of such application, and, if the Directors, by the vote of a majority of all the Directors, shall determine that the applicant local Chapter complies with the requirements of Section 6.1 of these By-Laws, and shall approve the trade area covered by such local Chapter, and shall determine that such trade area does not conflict with the trade area covered by any other local Chapter which has been recognized as a Local Chapter, such local Chapter shall, upon such vote, be deemed a Local Chapter of the Institute.

**Section 6.3. Withdrawal of Recognition.** Recognition may be withdrawn from any Local Chapter at any regular meeting or at a special meeting called for this purpose, by the affirmative vote of a majority of all the Directors, if the Local Chapter has ceased to comply with the requirements of Section 6.1 of these By-Laws or has engaged in, or is preparing to engage in, activities harmful to the Institute, provided that notice of any such proposed withdrawal of recognition shall be sent to the president of such Local Chapter at least thirty days prior to the date of the meeting at which the proposed action is to be considered, and the officers, directors and members of such Local Chapter shall have the right to be heard at such meeting.

## ARTICLE VII

### INSTITUTE OFFICES

The Institute may maintain offices and keep the books of the Institute in such location(s) as the Directors may from time to time determine, provided, however, the Institute shall at all times maintain an office in Canada. The Institute may change the location of any of its offices by vote of the Directors.



## ARTICLE VIII

### DUES

**Section 8.1. Active Members.** Each Active Member shall pay annual dues based upon the gross sales of such member and any controlled subsidiary from service center stocks of those carbon, alloy, aluminum, stainless steel or other metals which are, from time to time, designated by resolution passed by a majority of all of the Directors, excluding, however, sales of fabricated reinforcing bars and manufactured wire products. "Gross sales" for purposes of this Section 8.1 shall be deemed to include processing charges on customer-owned material, as well as the value of work-order shipments and sales of extrusions, expanded, perforated, patterned, and embossed products and grating and formed products. The annual dues shall be based upon such gross sales during the most recently completed four quarters preceding the date on which such dues shall become due and payable. Dues shall be billed at rates established by the Directors at the fall meeting in November of each year. Members shall report each year on the gross sales of their metals products subject to dues. A letter from the member's auditor may be substituted for a letter from the member.

**Section 8.2. Associate and Affiliate Members.** Each Associate Member and Affiliate Member shall pay such dues as shall be determined by the Directors to be fair and equitable for such member, considering all the circumstances. The annual dues shall be based upon such gross sales to service centers during the most recently completed four quarters preceding the date on which such dues shall become due and payable.

**Section 8.3. International Members.** Each International Member shall pay such dues as shall be determined by the Directors to be fair and equitable for such member, considering all the circumstances.

**Section 8.4. Honorary Members.** Honorary Members shall not be liable for dues.

**Section 8.5. International Trade Association Members.** Each International Trade Association member shall pay such dues as shall be determined by the Directors to be fair and equitable for such member, considering all circumstances. The annual dues shall be based upon gross dues revenues of such member for the most recently completed four quarters preceding the date on which such dues shall become due and payable.

**Section 8.6. Payment.** All annual dues shall become due and payable in full on January 1 in each year for the ensuing twelve month period, but may be paid in two equal semi-annual installments on January 1 and July 1, or in four equal quarterly installments on January 1, April 1, July 1 and October 1. Installment payment of dues is considered a short-term privilege and may not continue for more than two consecutive years or for more than two years in any five year period. Each installment payment will also include a service charge as recommended and established by the Executive Committee each year. All dues payments and dues calculations will be based on U.S. currency valuations.

**Section 8.7. Proration of Dues.** Any new Active Member shall pay as dues an amount equal to one-twelfth of the annual dues as in Section 8.1 of these By-Laws, determined by its gross sales during the calendar year ending on the most recent December 31, times the number of full calendar months between the date of the initial statement rendered for dues and the next succeeding December 31. If the date of this statement is between the first and fifteenth, inclusive, of any month, that month shall be considered as a full month; otherwise, that month shall not enter into the dues calculation. Associate and Affiliate Member dues shall be similarly prorated.

**Section 8.8. Failure to Qualify.** Any person who shall fail to qualify for membership by non-payment of dues, within two months after the date of their initial dues statement, may be considered as having withdrawn their application.

**Section 8.9. Dues Rebate.** The Directors, in their discretion, may permit a dues rebate in the event that the reserves of the Institute shall equal or exceed 1.5 times the annual budget of the Institute.

## ARTICLE IX

### RESIGNATION, SUSPENSION AND EXPULSION

**Section 9.1. Resignation.** Any member may resign from the Institute by a written resignation delivered to the Secretary, which shall, in the case of an Active, Associate or Affiliate Member, become effective on the date named in such resignation, which shall not be less than thirty (30) days after the receipt of such resignation by the Secretary, except as hereinafter provided. Each member shall be liable for the payment of the full amount of all annual dues which shall become due and payable before the effective date of its resignation, unless such dues are remitted as provided in Section 9.3 of these By-Laws, and no resignation of any member shall become effective unless all indebtedness of such member to the Institute has been paid in full. No dues refund will be made to a resigning member except as provided in Section 9.3.

**Section 9.2. Non-Payment of Dues.** A member whose dues remain unpaid after 90 days will be considered to have resigned from membership.

**Section 9.3. Remission of Dues.** The Directors may in their discretion remit the annual dues, or any part thereof, of any member.

**Section 9.4. Suspension and Expulsion.** Any member may be suspended or expelled for cause by the affirmative vote of a majority of all the Directors at any regular meeting or at a meeting duly called to consider such action, at which such member shall have the right to appear in person in his or her defense. Notice of the proposed suspension or expulsion shall be sent by registered mail to the member concerned at the address appearing on the books of the Institute at least thirty (30) days prior to the date of the meeting at which such action is to be considered and shall include a notice of the time and place where the Directors shall be meeting. The member shall be given an opportunity to be heard and to present a defense, by appearing in person before the Board of Directors or otherwise, provided, that such opportunity shall not be construed to delay or prevent the Board of Directors from meeting at the time and place they have announced.

## ARTICLE X

### AMENDMENTS

The Directors, by a vote of a majority of all the Directors, shall have the power to make, amend and repeal the By-Laws of the Institute, at any regular or special meeting of the Directors, except as otherwise provided by law. **These By-Laws may also be made, amended or repealed by a majority vote of the members entitled to vote thereon at any regular or special meeting duly convened after notice to the members of that purpose.**

## ARTICLE XI

### INDEMNIFICATION OF DIRECTORS AND OFFICERS

**Section 11.1. Indemnification.** The Institute shall indemnify any Director or Officer or any former Director or Officer of the Institute and any person who is serving or has served at the request of the Institute as a Director, Officer, or trustee of another corporation, joint venture, trust or other enterprise against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by such Director, Officer or trustee as a result of any action, suit or proceeding, whether civil or criminal, or any appeal, therein, other than an action by or in the right of the Institute to procure a judgment in its favor, to which such Director, Officer or trustee was, is, or is threatened to be made a party by reason of the fact that such person is or was such Director, Officer, or trustee, provided: (a) such Director, Officer or trustee has been wholly successful, on the merits or otherwise, in the defense of such action, suit or proceeding, or (b) it is determined in the manner set forth in Section 11.3 of these By-Laws that such Director, Officer, or trustee acted in good faith for a purpose which such Director, Officer, or trustee reasonably believed to be in the best interests of the Institute and that, with respect to any criminal action or proceeding, such Director, Officer, or trustee had no reasonable cause to believe his or her conduct was unlawful.

The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere, or its equivalent, shall not in itself create a presumption that any such Director or Officer did not act, in good faith, for a purpose which such Director, Officer, or trustee reasonably believed to be in the best interests of the Institute or that such Director, Officer, or trustee had reasonable cause to believe that his or her conduct was unlawful.

**Section 11.2. Indemnification in Derivative Actions.** In the case of any action or suit by or in the right of the Institute to procure a judgment in its favor, the Institute shall indemnify each person indicated in Section 11.1 of these By-Laws against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by such Director, Officer, or trustee in connection with the defense of such action or suit, or in connection with an appeal therein, provided: (a) such Director, Officer, or trustee has been wholly successful, on the merits or otherwise, in the defense of such action, suit or proceeding; or (b) that with respect to each matter for which such Director, Officer, or trustee is seeking indemnification, such Director, Officer, or trustee is adjudged to have discharged the duty of his or her respective position in good faith and with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions, except that indemnification as provided in this Section 11.2 shall in no case include: (i) amounts paid in settling or otherwise disposing of a threatened action, or a pending action with or without court approval; or (ii) expenses incurred in defending a threatened action, or a pending action which is settled or otherwise disposed of without court approval. **Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director, Officer or trustee or any failure to take any actions shall be presumed to be in the best interests of the Institute.**

**Section 11.3. Adjudication.** Unless a person seeking indemnification as provided in Sections 11.1 and 11.2 of these By-Laws has been wholly successful, on the merits or otherwise, in the defense of any such action, suit or proceeding, indemnification as provided in those Sections shall be made by the Institute only if authorized in the specific case: (a) by a majority vote of a quorum consisting of Directors who are not parties to any such action, suit or proceeding upon a finding that the person has met the standard of conduct set forth in Sections 11.1 and 11.2 of these By-Laws, as the case may be, or (b) if such a quorum is not obtainable with due diligence (i) by the Board of Directors upon the opinion in writing of

independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct set forth in Sections 11.1 and 11.2 of these By-Laws has been met by such person, or (ii) by the members of the Institute upon a finding that the Director or Officer has met the applicable standard of conduct set forth in Sections 11.1 and 11.2 of these By-Laws.

Expenses, including attorneys' fees, incurred in defending any action, suit, or proceeding referred to in Sections 11.1 and 11.2 of these By-Laws, may be paid by the Institute in advance of the final disposition of such action, suit, or proceeding if authorized by the Directors or members as set forth in this Section 11.3.

**Section 11.4. Repayment and Limitations.** All expenses incurred in defending a civil or criminal action, suit or proceeding which are advanced by the Institute under Section 11.3 of these By-Laws or allowed by a court during the pending litigation upon a finding that the Director or Officer named as defendant has by his or her pleadings or during the course of the litigation raised genuine issues of fact or law, shall be repaid in case the person receiving such advancement or allowance is ultimately found, under the procedure set forth in this Article, not to be entitled to indemnification or, where the indemnification is granted, to the extent the expenses so advanced by the Institute or allowed by the court exceed the indemnification to which he or she is entitled.

No indemnification, advancement or allowance shall be made under this Article in any circumstance where it appears: (a) that the indemnification would be inconsistent with a provision of the certificate of incorporation, a by-law, a resolution of the Board or of the members of the Institute, an agreement or other proper corporate action, in effect at the time of the accrual of the alleged cause of action asserted in the threatened or pending action, suit or proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or (b) if there has been a settlement approved by the court, that the indemnification would be inconsistent with any condition with respect to indemnification expressly imposed by the court in approving the settlement.

**Section 11.5. Exclusive.** No provision made to indemnify any Director or Officer or any former Director or Officer of the Institute and any person who is serving or has served at the request of the Institute as a director, officer or trustee of another corporation, joint venture, trust or other enterprise, for the defense of any civil or criminal action, suit or proceeding, whether contained in the certificate of incorporation, another article of the by-laws, a resolution of the Directors or members, an agreement or otherwise, nor any award of indemnification by a court, shall be valid unless consistent with this Article and with Article 7 of the New York Not-for-Profit Corporation Law. The provisions of this Article shall be applicable to all actions, suits or proceedings commenced or threatened after its adoption, whether arising from acts or omissions before or after its adoption. The indemnification provided by this Article shall extend to any person otherwise entitled to it, whether or not that person continues to be a Director, Officer or trustee of the Institute or such other corporation or enterprise at the time such liability or expense is incurred. The indemnification provided by this Article shall continue as to a person who has ceased to be a Director, Officer, or trustee and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Nothing contained in this Article shall affect any rights to indemnification to which Institute personnel other than Directors or Officers, former Directors or Officers and persons serving or who have served at the request of the Institute as a director, officer or trustee of another corporation, joint venture, trust or other enterprise may be entitled by contract or otherwise.

**Section 11.6. Insurance.** The Institute may purchase and maintain insurance to indemnify the Institute for any obligation which it incurs as a result of the indemnification provided under this Article and to indemnify any Director or Officer or former Director or Officer of the Institute or any person who is serving or has served at the request of the Institute as a director, officer or trustee of another corporation, joint venture, trust or other enterprise to the extent permitted by, and in accordance with the notice provisions of Section 726 of the New York Not-for-Profit Corporation Law (or similar or successor provision).

**Section 11.7 Notice. Notices to Directors and Members shall be in writing and delivered personally or given by first class, express mail (postage prepaid), courier service (charges prepaid), or as hereafter otherwise permitted by the New York Not-for-Profit Corporation Law, to the Directors and Members at their addresses appearing on the books and records of the Institute. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or courier service for delivery. Notices shall state the purpose or purposes of the meeting, and the business transacted at a special meeting of the Members shall be limited to the purposes set forth in the notice therefore.**

**Section 11.8 Dissolution. The Institute shall use its funds only to accomplish the objectives and purposes specified by these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Institute. On dissolution of the Institute, any funds remaining shall be distributed, as determined by the Board of Directors, to one or more trade associations or business leagues as defined in Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.**

**METALS SERVICE CENTER INSTITUTE**  
**(formerly American Steel Warehouse Association, Inc.,**  
**formerly the Steel Service Center Institute)**

**CONSTITUTION**  
**as amended May 4, 2008**

**ARTICLE I**  
**Name**

The name of this corporation shall be:

METALS SERVICE CENTER INSTITUTE

The corporation is referred to in the Constitution as the "Institute."

**ARTICLE 2**  
**Purpose**

The purpose of the Institute shall be enhancing the financial return of member companies by providing information, education, governmental representation, networking opportunities and a forum to enhance the quality of products and services in meeting their customers', suppliers' and employees' expectations.

**ARTICLE 3**  
**Metals Service Center Industry**

Persons engaged in the metals service center industry shall include any corporation or partnership engaged in or any individual engaged for his own account in the business of warehousing, selling and distributing rolled, drawn, extruded, forged, converted, cast or cold-finished metals (including carbon, alloy, stainless, aluminum and tool steel) products which or who regularly maintains and uses a wholly owned or leased physical service center facility for the storage of owned metal products pending distribution, with the necessary facilities for the handling and processing or fabrication thereof.

**ARTICLE 4**  
**Members**

The Institute shall consist of six classes of members:

1. Active Members, who shall be such corporations, partnerships and sole proprietors engaged in the metals service center industry as shall be admitted to membership pursuant to the By-Laws;
2. Associate Members, who shall be such corporations, partnerships and sole proprietors engaged in the manufacturing of one or more of the metal products upon which Active Membership dues in the Institute are based, as shall be admitted to membership pursuant to the By-Laws;
3. Affiliate Members, who shall be persons that have advanced the interests of the metals industry and of the Institute, as shall be admitted to membership pursuant to the By-Laws.

4. Honorary Members, who shall be persons that have advanced the interests of the metals service center industry and of the Institute, as shall be admitted to membership pursuant to the By-Laws;

5. International Members, who shall be divided into three categories: (a) International Active Members, (b) International Associate Members and (c) International Affiliate Members. International Active members shall be such persons, firms or corporations located elsewhere than in the United States, Canada or Mexico engaged in the metals service center industry, as shall be admitted to membership pursuant to the By-Laws. International Associate Members shall be persons, firms or corporations engaged in the manufacture of metal products whose facilities are located elsewhere than in the United States, Canada or Mexico, as shall be admitted to membership pursuant to the By-Laws. International Affiliate members shall be such persons, firms or corporations located elsewhere than in the United States, Canada or Mexico providing services to the metals industry, as shall be admitted to membership pursuant to the By-Laws;

6. International Trade Association Members shall be affiliations of companies, based outside of the United States, Canada and Mexico, whose membership shall be primarily comprised of persons, firms or corporations who or which would be eligible for membership in the Institute if they maintained a physical location or facility in the United States, Canada or Mexico. These associations shall be admitted to membership pursuant to the By-Laws.

Active Members shall be entitled to voting rights provided in the By-Laws.

Associate, Affiliate, Honorary International and International Trade Association members shall not be entitled to vote.

Whenever this Constitution or the By-Laws of the Institute refers to a member company as a "Canadian resident," it shall mean that such company has a membership address which is in Canada, is incorporated in Canada (if a corporation) and is engaged in the metals service center industry in Canada. Whenever this Constitution or the By-Laws of the Institute refers to a member company as a "Mexican resident," it shall mean that such company has a membership address which is in Mexico, is incorporated in Mexico (if a corporation) and is engaged in the metals service center industry in Mexico.

## **ARTICLE 5 Board of Directors**

The Institute shall be managed and controlled by a Board of Directors in the manner and subject to the provisions of the Constitution and By-Laws. The number of the Directors shall be fixed by the By-Laws and the number of voting Directors shall not be less than nine nor more than fifty-one. The Directors shall be elected in the manner provided in the By-Laws.

## **ARTICLE 6 Officers**

The Officers of the Institute shall consist of a Chairman of the Board of Directors, three or more Vice Chairmen, a President, two or more Vice Presidents, a Secretary and a Treasurer with such powers and duties as shall be provided in the By-Laws.

## **ARTICLE 7 Meeting of Members**

The regular annual meeting of members of the Institute shall be held during the month of May on a date chosen in accordance with the By-Laws. Other meetings of the members of the Institute may be held at such time and in such manner as may be provided in the By-Laws.

## **ARTICLE 8**

### **Dues**

Every member shall pay such dues as are provided in the By-Laws.

## **ARTICLE 9**

### **By-Laws**

All rules for the management and conduct of affairs of the Institute not inconsistent herewith shall be fixed and determined by the By-Laws.

## **ARTICLE 10**

### **Amendment of Governing Instruments**

This Constitution may be amended at any annual meeting or at any special meeting called for that purpose by the vote of a majority of the Active Members of the Institute present and in person or by proxy, provided that a quorum, as fixed by the By-Laws, shall be present. The By-Laws may be amended (a) by the vote of a majority of the Directors at any meeting at which a quorum, as fixed by the By-Laws, is present, or (b) at any annual meeting or at any special meeting by the vote of a majority of the Active Members of the Institute present in person or by proxy, provided that a quorum, as fixed by the By-Laws, shall be present.

## **ARTICLE 11**

### **Prohibited Activities**

No part of the net earnings of this corporation shall inure to the benefit of or be distributed to its members, Directors, Officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof. Notwithstanding any other provision of this Constitution, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE 12**

### **Dissolution**

Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the of the assets of the corporation by making distribution for the purposes set forth in Article 2 hereof in such manner as the Board of Directors shall then determine. Any assets not so disposed of shall be disposed of by order of a court in the county in which the principal office of the corporation is then located which has jurisdiction with respect to such matters, either by direct disposition for exclusively charitable or educational purposes, or by disposition to such organizations, as the court shall then determine, which are organized and operated exclusively for charitable or educational purposes and which at that time qualify as exempt public organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue