



# BYLAWS

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## **PRECISION METALFORMING ASSOCIATION-BYLAWS**

### **ARTICLE I—NAME**

**SECTION 1.** The name of this organization shall be Precision Metalforming Association.

**SECTION 2.** It shall be incorporated as a non-profit corporation, under the laws of the State of Ohio, to represent the interests of the metalforming Industry.

**SECTION 3.** The principal place of business of the Association shall be located at such place as may at any time be determined by the Board of Directors.

### **ARTICLE II—THE INDUSTRY**

**SECTION 1.** The term “Industry” as used herein shall mean the proprietorships, partnerships, corporations, limited liability entities and other manufacturing organizations engaged in the technology of giving utility to metal by forming it with tooling and machines — the industry which creates precision metal products using stamping, fabricating and other value-added processes.

### **ARTICLE III—PURPOSES**

**SECTION 1.** The objects and purposes of this Association are:

(1) To consider, deal with and secure group opinion and action on the common problems of the Industry and on any questions, policies and techniques that may be involved in those problems; to advance the lawful common purposes of its members and to promote and safeguard the interests of the Industry as a whole; to encourage equitable and ethical business dealings and to formulate, promote and develop programs and activities designed to assist Industry members to operate with superior economy, efficiency, safety and regard for the environment.

(2) To provide means for expression of Industry opinions upon questions affecting the Industry and a means of maintaining contacts between constituencies that relate to the Industry.

(3) To cooperate properly with other industries and organizations.

(4) To do everything necessary and proper for the accomplishment of any objects herein set forth or which shall be recognized as proper and lawful objectives of non-profit trade associations, all of which shall be consistent with the public interest, as well as in the interest of the Industry.

(5) To provide members association services at a reasonable, competitive price.

**SECTION 2.** In furtherance of its objects and purposes, but not in limitation thereof, the Association shall endeavor and shall have power in the following areas:

(1) To delineate the conditions needed to improve the safety and health of our employees and our communities, and to encourage by reports and services the attainment of such conditions by the Industry.

(2) To actively promote the Industry by effective use of expositions, seminars, statistics, media, research and advertising.

(3) To explore, identify, encourage research into, disseminate and promote technologies which apply to the Industry.

(4) To educate and train all of our constituencies so as to maximize their comprehension of the critical success factors of this Industry.

(5) To facilitate and encourage progressive management in the Industry by providing the information, services and techniques required to allow its members to achieve the highest level of performance.

(6) To promote commercial and legislative views and to provide facts to our constituencies that will remove impediments and promote the factors that will permit the Industry to profitably compete on a global basis.

#### **ARTICLE IV—MEMBERSHIP**

**SECTION 1.** The classes of membership shall be:

(1) Manufacturing members. Any proprietorship, partnership, corporation, limited liability entity or other manufacturing organization in North America engaged in the Industry shall be eligible to be admitted as a Manufacturing member in the manner provided in Section 2 of this Article IV.

(2) Associate members. Any proprietorship, partnership, corporation, limited liability entity or other organization in North America not qualified for Manufacturing membership, but which regularly supplies the Industry with materials, machinery, supplies or services shall be eligible to be admitted as an Associate member in the manner provided in Section 2 of this Article IV.

(3) International members. Any proprietorship, partnership, corporation, limited liability entity or other organization, located outside North America, engaged in the Industry or a supplier to the Industry shall be eligible to be admitted as an International member in the manner provided in Section 2 of this Article IV, and shall have no vote in affairs of the Association.

(4) Honorary members. The Board of Directors may from time to time elect as Honorary members of the Association persons who have rendered extraordinary service to the Industry or who may be in a position to act in an advisory capacity. Honorary members shall not be required to pay dues, and their memberships shall continue until death or resignation. They may attend annual meetings of members and have the privilege of debate thereat, but shall have no vote.

(5) Emeritus Members. Individuals who have been associated with a member company, have served at least one (1) term on the PMA Board, who have participated in

Association activities and wish to still contribute to the Industry and are otherwise not eligible to be members, shall be eligible to be admitted as an Emeritus member.

**SECTION 2.** All applications for membership shall be submitted in writing to the Board of Directors in the form prescribed by it. Each such application shall be considered by the Board of Directors at its meeting held next after receipt by it of such application, and the favorable vote of a majority of the members of the Board of Directors present shall be necessary to admit an applicant to membership.

**SECTION 3.** The Secretary shall notify in writing each applicant elected to membership. The election of a company member shall become effective upon the receipt by the Association of the entrance fee and initial installment of dues for the current fiscal year of the Association.

**SECTION 4.** The Secretary shall furnish a certificate of membership in the Association to each member.

**SECTION 5.** Each Manufacturing member shall designate by instrument in writing filed with the Secretary, in the form prescribed by the Secretary, a person to be its official representative, and such official representative may represent, vote and act for the member in all affairs of the Association. No person shall be an official representative of more than (1) member company.

**SECTION 6.** Each Manufacturing member, so entitled, shall have only one (1) vote, per membership regardless of the number of its manufacturing establishments, and may in any duly constituted meeting be represented by proxy, provided such proxy is authorized by its official representative. Proxy authorization, to be recognized, must be delivered to the Secretary, or to a properly constituted proxy, prior to the call to order of the meeting at which it is to be voted.

**SECTION 7.** Each Associate member shall designate by instrument in writing filed with the Secretary, in the form prescribed by the Secretary, a person to be its official representative. Associate members shall have no vote in the affairs of the Association except through their duly elected representatives to the Board of Directors, and through appointment to and service on committees as prescribed in Article V.

**SECTION 8.** Honorary, International and Emeritus members shall have no vote in the affairs of the Association, hold no office therein, but may attend district, technical and other meetings and take part in educational and technical programs and activities of the Association.

**SECTION 9.** Membership in the Association may terminate by (i) death, (ii) voluntary withdrawal as herein provided, (iii) company dissolution, or (iv) otherwise in pursuance of these bylaws. The right of a member to vote and all other rights, privileges and interests of a member in or to the Association, its rights, privileges, and property shall cease on the termination of membership. Any member may, by giving written notice of such intention, withdraw from membership. Such notice shall be presented to the Board of Directors at its next succeeding meeting. Withdrawal shall be effective upon fulfillment of all obligations to the end of the Dues Period in which submitted.

**SECTION 10.** Any member may be suspended or its membership terminated for cause by a majority vote of the Board of Directors at a properly called meeting. As used in this section,

“cause” shall mean violation of these bylaws, failure to pay dues or assessments or other conduct prejudicial to the Association as determined by the Board of Directors. The Secretary shall send any member subjected to a termination action, except for failure to pay dues or assessments, written notice of such meeting by registered mail fifteen (15) days prior to the meeting so that the member shall have the opportunity to appear by personal representative and present any defense to such charges before action is taken thereon.

## **ARTICLE V—ASSOCIATE MEMBERS**

**SECTION 1.** This class of membership is established for the purpose of promoting mutually beneficial relations between the Manufacturing members and their sources of supply, and to promote cooperation for the advancement of the Industry.

**SECTION 2.** To this end Associate members are encouraged to cooperate at the request of Association committees, and if possible furnish personnel from their companies to serve on committees.

**SECTION 3.** Associate members may suggest research on specific technical problems and shall then participate in such research, but recommendations shall first be cleared through and approved by an appropriate committee of the Association.

**SECTION 4.** Except as otherwise provided in these bylaws, Associate members shall have all the rights and privileges of Manufacturing members.

**SECTION 5.** Each Associate member shall appoint and certify to the Secretary a representative in the Association who shall then represent and act for the Associate member in the affairs of the Association.

**SECTION 6.** Associate members shall have at large representation on the Board of Directors by eight (8) Directors, each of whom shall have the right to introduce motions and vote on all matters coming before the Board. These Directors shall be elected by the Associate members under rules of procedure established by Associate members.

**SECTION 7.** Associate members shall be entitled to meet as a group, participate in member roundtables and Division sessions at each annual meeting, and to elect their own Chair and Vice Chair. Rules of procedure for the election of officers, formation of committees and conduct of Associate member affairs shall be developed by Associate members and approved by the Board of Directors. Any action taken, or recommendations made shall be reported to the Board of Directors through their representatives on the Board. Officers of the Association or members of the executive staff shall be entitled to attend meetings of the Associate members.

**SECTION 8.** Representatives of Associate members may attend all general District meetings. The Associate members may advise the executive offices of the Association of the names and addresses of representatives within the Districts who shall be notified of all general District meetings.

## **ARTICLE VI—DIVISIONS**

**SECTION 1.** Divisional organizations may be created from time to time within the membership for the purpose of encouraging appropriate Association activities.

**SECTION 2.** Divisions shall be established and officially constituted only by action of the Board of Directors, and upon such establishment shall be entitled to certain rights and be charged with certain duties, set forth as follows:

**SECTION 3.** Each Division shall have one (1) representative on the Board of Directors, and shall have the responsibility of providing annual notice to the Association's Nominating Committee, not later than June 1, of its member nominee to the Board.

**SECTION 4.** Rules of procedure for the election of a Chair and other officers, the nominee as Division director, the formation of committees and conduct of Divisional meetings shall be developed individually by the Divisions and approved by the Board of Directors.

**SECTION 5.** Resolutions and actions of a Division are binding only upon members of the Division, and shall not be in conflict with policies established by the Board of Directors. Resolutions may be presented to the Board of Directors at any time for action.

## **ARTICLE VII—DUES AND ANNUAL BUDGET**

**SECTION 1.** Dues for the ensuing twelve (12) months shall be assessed against each Member in accordance with a schedule adopted at the annual meeting of the Association.

**SECTION 2.** At least twenty (20) days prior to the date of the annual meeting of the Association, the Board of Directors shall prepare a schedule for dues proposed to be assessed for the ensuing twelve (12) months and a proposed budget for the ensuing twelve (12) months. The Secretary shall distribute the schedule and the budget to each Manufacturing member with the notice of the annual meeting which shall be in writing and delivered personally or sent by telegram, by the use of authorized communications equipment, or by U.S. mail, express mail or courier service, with postage or fees prepaid. The dues and budget proposed by the Board of Directors shall be voted upon solely by the Manufacturing members at such meeting.

**SECTION 3.** The Board of Directors may reduce the rate for assessing dues at any time, and in the case of such reduction, prompt notice thereof shall be given to all members. An increase in the rate for assessing dues may be made only upon the approval of the majority of the Manufacturing members present, as provided in ARTICLE XV of these bylaws, at any regular or special meeting thereof for which due notice shall have been given.

**SECTION 4.** A member becomes obligated for dues for the current period on the first day of that period, and payment shall be made within thirty (30) days of date of invoice. Members who fail to make payment within sixty (60) days after date of first invoice shall be notified by the Association that the member is subject to suspension for non-payment of dues, and if payment is not made within the next succeeding thirty (30) days, shall be automatically suspended, and during the duration of suspension all rights and privileges and services of the member in the Association shall be terminated.

The name of all suspended members shall be presented to the Board of Directors, and if ordered by a majority vote of the Directors in meeting, a suspended member, without further notice or hearing, shall be dropped from the rolls, but such action on the part of the Board shall not serve to cancel the indebtedness to the date of automatic suspension. A suspended member may resign in good standing by paying dues to date of automatic suspension.

**SECTION 5.** The fiscal year shall be from November 1st through October 31st of the following year.

## **ARTICLE VIII—MEETINGS**

**SECTION 1.** There shall be an annual meeting of the members of the Association at such time as ordered by the Board of Directors, for receiving the annual report, and the transaction of other business. Notice of such meeting shall be provided to each member at its last recorded address in writing and be delivered personally or sent by telegram, by the use of authorized communications equipment, or by US mail, express mail or courier service, with postage or fees prepaid at least twenty (20) days before the date appointed for the meeting.

**SECTION 2.** Special meetings of the members of the Association shall be convened to consider a specific subject or subjects under the following circumstances: (1) the Board of Directors may convene a special meeting by a majority vote; (2) the Board of Directors, upon written request, signed by 20 or more members of the Board, shall convene a special meeting of members within 60 days of such a request; and (3) the President of the Association shall convene a special meeting of the members upon receipt of written request of 25% of the Manufacturing members within 60 days of such a request. Notice of such special meetings shall be provided to each member at its last recorded address in writing and be delivered personally or sent by telegram, by the use of authorized communications equipment, or by US mail, express mail or courier service, with postage or fees prepaid to each member twenty (20) days in advance with information as to subject or subjects to be considered.

**SECTION 3.** At any meeting of the members one-quarter of the Manufacturing members, shall constitute a quorum for the transaction of business, except as may be otherwise expressly required by law or by these bylaws. To meet the quorum requirement, members may be present in person or by proxy or participate by the use of authorized communications equipment as provided in ARTICLE XV. In case there is less than this number, the presiding officer may adjourn the meeting from time to time until the quorum is present. Only Manufacturing members in good standing shall be entitled to a vote in the affairs of the Association or to introduce motions.

**SECTION 4.** Properly constituted Divisions may meet in separate session at each annual meeting and any special meetings which may be held.

**SECTION 5.** All Committee or Division Chairs shall ensure that minutes are taken for all meetings, and such minutes must be provided to the President or his/her designee for transmittal to all Committee or Division members and to the Board of Directors.

**SECTION 6.** All Committees shall be governed by the Association's Committee Rules of Procedure.

## **ARTICLE IX—DISTRICTS**

**SECTION 1.** The members of the Association shall be divided into geographical groups termed “Districts.” The number and boundaries of such Districts shall be established by the Board of Directors and modified thereafter as the Directors see the need; and shall take into account the geographical distribution of the members and the number of members in such geographical distribution.

Districts shall officially exist only when established by the Board of Directors, and upon such establishment, shall be entitled to certain rights and be charged with certain duties set forth as follows:

**SECTION 2.** Right to Representation on the Board. Each District shall be represented on the Board of Directors. Each District has the responsibility of reporting annually, prior to June 1, to the Association’s Nominating Committee, its choice of a member representative to serve on the Association’s Board of Directors. Such choice of a Director shall be reported only after each member in the District has been given an opportunity of expressing its opinion by ballot to a district Nominating Committee chosen for this purpose.

**SECTION 3.** Each District shall elect its own Chair and its own Treasurer, who shall be separate individuals. Each District may elect a Vice Chair, Program Chair and such other officers as it deems appropriate; and may establish local committees as the need arises provided the operation of such committees is not in conflict with the policies established for the Association by the Board of Directors or with a program completed, or in process by, similar Association committees.

**SECTION 4.** The District Chair shall appoint a District Nominating Committee annually, not later than May 1. The Nominating Committee shall nominate a District Chair, a Treasurer and a District Director to serve on the Association’s Board of Directors for the ensuing District program year or for other term of service as may be specified in these bylaws, and make such other nominations as are appropriate.

The District Chair shall notify the members of the District of the nominations, and shall arrange to hold a District election prior to June 1 for the purpose of electing such District officers who shall take office at the first meeting of the new program year and for selecting a District Director to serve on the Association’s Board.

**SECTION 5.** District meetings shall be held in the locations chosen by District members. Notice of the date, time, place and subjects to be considered shall be provided to each member in writing and be delivered personally or sent by telegram, by the use of authorized communications equipment, or by US mail, express mail or courier service, with postage or fees prepaid at its last recorded address. Such meetings shall be held with whatever frequency the members in the district desire, but not less than four (4) meetings shall be held annually.

If a District holds fewer than four (4) meetings annually, the Board of Directors shall thereupon review the interest of the members in that particular District to determine whether the District shall continue to be accorded official standing.

**SECTION 6.** No quorum is required for District meetings.

**SECTION 7.** A resolution or action taken at a District meeting shall not officially bind any member of any other District, and shall only bind those members of the District who vote in favor of such resolution or action, provided such resolution or action is not in conflict with any Association policy or program. Any resolution passed shall be considered an informal expression of opinion of the District, but may, upon direct request, be presented to the Board of Directors for consideration and action by the Board.

**SECTION 8.** District Chairs shall meet as a group annually to receive training and to consider programs for the Districts for the year. Such attendance may be funded by the District's Treasury. The Chair of each District may invite any other officers of the District to attend such meeting, and in the absence of the Chair the Vice Chair or other duly appointed officer, shall attend in his/her stead.

**SECTION 9.** The duties of the Chair shall be to call for and preside at District meetings through-out the year; establish programs and set meeting dates, giving due consideration to the prevention of conflicting dates with other Districts and programs that may be suggested by the Association's office; to take such action as appears reasonable to promote and maintain membership among companies in the District and to recommend to the District Director , programs or requests of district members which require consideration by the Association's Board of Directors.

**SECTION 10.** The District Treasurer shall be responsible for all District finances. The Treasurer of the District shall annually submit a detailed financial statement to the Association headquarters. Regardless of the preceding, all District funds shall at all times be under exclusive control of the District.

**SECTION 11.** Districts are encouraged to actively pursue regional activities with other Districts.

**SECTION 12.** Districts shall encourage Association membership by appropriately charging non-members for all activities.

## **ARTICLE X—BOARD OF DIRECTORS**

**SECTION 1.** The governing power, control and management of the affairs of the Association shall be vested in a Board of Directors, subject to such limitations as are contained in these bylaws, or amendments thereto.

**SECTION 2.** Members of the Board of Directors shall be classified as follows, and serve for the period indicated:

(1) District Directors: One (1) Manufacturing member representative for each properly constituted District to be selected by the members of each District to serve for two (2) years. In the event that a Manufacturing member representative is unavailable to serve, an Associate member representative may be nominated by the District and elected.

(2) Directors-at-Large: A number of Manufacturing member representatives not to exceed nine (9), to be elected by vote of the Manufacturing members. The term of Directors-at-Large shall be three (3) years.

(3) Officer Directors: Three (3) Manufacturing member representatives who have been elected as officers of the Association pursuant to Article XI, Section 2 shall also be elected as members of the Board of Directors. The term of service for Officer Directors shall be one (1) year, simultaneous with their period of service as an officer.

(4) Divisional Directors: One (1) member representative for each properly constituted Division to be selected by the members of that Division, from among their number, for a term of two (2) years.

(5) Associate member Directors: Eight (8) Associate member representatives, four (4) to be elected each year by Associate members for a term of two (2) years.

(6) Immediate Past Chairman Director: In the event the term on the Board of Directors of the immediate Past Chairman of the Board ends simultaneously with service as Chairman of the Board, he/she shall be elected by the Manufacturing members to serve one (1) additional year.

(7) Directors in each of the above categories, with the exception of category six (6), are eligible for re-election for one (1) additional consecutive term in their present category, or in another category for which they are duly qualified. Directors in category (6) are eligible for re-election in other categories in which they are duly qualified. After two (2) terms of service a period of one (1) year shall be required to elapse before a representative of a member company may be elected to additional service on the Board of Directors. Term limits shall be waived for individuals serving as Officer Directors for the specific and exclusive purpose of allowing them to proceed through the chairs. Term limits shall also be waived for the Immediate Past Chairman Director and for appointments made to fill vacant terms under provisions of Section 5 of this Article.

(8) Only one (1) representative of any member shall sit on the Board of Directors at a given time.

**SECTION 3.** Election of District Directors, Directors-at-Large, Divisional Directors and the Immediate Past Chairman Director of the Board Directors (when appropriate) shall be by ballot of the Manufacturing membership provided in writing and delivered personally or sent by telegram, by the use of authorized communications equipment, or by US mail, express mail or courier service, with postage or fees prepaid. Election of Officer Directors shall be by ballot of the Board of Directors pursuant to Article XI, Section 2. Election of Associate member Directors shall be by ballot of the Associate membership provided in writing and delivered personally or sent by telegram, by the use of authorized communications equipment, or by US mail, express mail or courier service, with postage or fees prepaid. The procedure for election of Directors shall commence with the provision of the ballots and report of the Nominating Committee prior to August 1, as provided in Article XIV Section 3 of these bylaws.

**SECTION 4.** If there is a greater number of nominees than there are vacancies to be filled, those nominees receiving the largest number of votes of the membership, by the close of business on August 31, shall be declared elected. A tie shall be decided by lot. Ballots shall be counted by the Secretary at the Association headquarters on the first business day following August 31.

**SECTION 5.** If any vacancy occurs in the Board of Directors during a term of service, the Chairman shall nominate a representative of a member company who meets the requirements of that position on the Board to fill such vacancy for the un-expired term with the consent of the Board of Directors.

**SECTION 6.** An organizational meeting of the Board of Directors shall be held as soon as practical after the close of the official business session at the annual meeting of members, for the election of officers. The Board shall meet at least twice during the fiscal year there-after. The Chairman of the Board may, when he/she deems it necessary, or the President shall, at the request in writing of five (5) members of the Board, issue a notice for a special meeting of the Board which shall be provided in writing and delivered personally or sent by telegram, by the use of authorized communications equipment, or by US mail, express mail or courier service, with postage or fees prepaid. At least seven (7) days notice shall be required for such special meeting.

**SECTION 7.** One-third of the members on the Board shall constitute a quorum for the election of officers and all other purposes, unless herein otherwise provided. In the absence of the Chairman of the Board, the First Vice Chairman shall preside. If neither the Chairman of the Board nor the First Vice Chairman is present the Second Vice Chairman shall preside. In the absence of these officers the members of the Board shall select a Chair for the meeting.

**SECTION 8.** Any member of the Board absent from a meeting shall send a communication to the Chairman of the Board or President stating the reason for his or her absence. After three (3) successive absences by a Director the Chairman shall notify the Director and the Board of the attendance record of said Director, and a vote on replacement of said Director shall be taken at the next Board of Directors meeting.

**SECTION 9.** Only members of the Board of Directors shall vote on any questions properly presented to it and coming under its jurisdiction.

**SECTION 10.** Any Director may resign at any time by giving written notice thereof to the Chairman of the Board or the Secretary. Such resignation shall not require acceptance by the Board of Directors.

**SECTION 11.** Membership on the Board of Directors shall terminate upon death, voluntary resignation as herein provided, or for cause. As used in this section, "cause" shall mean conduct prejudicial to the Association as determined by the Board of Directors, including but not limited to, violation of these bylaws, habitual absences from scheduled meetings of the Board of Directors and membership on the Board of Directors or other governing body of any organization which competes with the Association, provided however, that the Board of Directors may determine that such a Director's service to the Association on the Board of Directors and on committees that do not directly compete with such organization is not conduct prejudicial to the Association.

**SECTION 12.** Among other duties, the Board of Directors shall require an annual audit of the Association's financial position by a firm of certified public accountants, retained by and responsible to the Audit Committee. Such report shall be reviewed by the Audit Committee and then submitted to the Board of Directors and membership.

## **ARTICLE XI—OFFICERS**

**SECTION 1.** The officers of the Association shall be the Chairman of the Board, First Vice Chairman, and Second Vice Chairman and Treasurer. They shall be Manufacturing member representatives and shall be elected by the Board as an Officer Director at the time they are elected as officers, continuing until their term of office is concluded.

**SECTION 2.** The officers shall be elected each year at the organizational meeting of the Board of Directors held in conjunction with the annual meeting of members, nominations having been received from the Nominating Committee as provided in Article XIV Section 3 of these bylaws. Each such officer shall hold office as an Officer Director and in the respective officer position for a term of one (1) year and until his or her successor shall have been chosen and shall have qualified. Voting for officers shall be by ballot, and the persons receiving a plurality of votes cast shall be elected.

**SECTION 3.** The Board of Directors may from time to time appoint such other officers, agents and employees as the Board may deem advisable, with authority, duties and terms of office as the Board may determine.

**SECTION 4.** Any officer may resign at any time by giving written notice thereof to the Board of Directors, and such resignation shall take effect upon acceptance thereof by the Board of Directors.

**SECTION 5.** Any officer may be removed, either with or without cause, at any time by the affirmative vote of a majority of the entire Board of Directors at any regular or special meeting thereof.

**SECTION 6.** Any vacancy in any office, whether due to death, disqualification, resignation, removal or any other cause, may be filled for the unexpired portion of the term by the Board of Directors.

## **ARTICLE XII—DUTIES OF OFFICERS**

**SECTION 1.** The Chairman of the Board shall be the person having ultimate responsibility and authority for the governance of the Association, and shall preside at meetings of the Association and of the Board of Directors, and shall be a member ex-officio of all committees except the Nominating Committee. He/she shall chair the Executive Committee. He/she shall, at the annual meeting of members and at such other times as he/she shall deem proper, communicate to the members or to the Board of Directors such matters as may in his/her opinion tend to promote the welfare and increase the usefulness of the Association. He/she shall perform such other duties as are necessary to the office of Chairman of the Board or as may be prescribed from time to time by the Board of Directors or the Executive Committee, excepting the employment or discharge of paid employees.

**SECTION 2.** The First Vice Chairman, in the absence of or in the event of death or disability of the Chairman of the Board, shall perform all the duties of that office and such additional duties as the Board of Directors or Executive Committee may from time to time assign. He/she shall be a member of the Executive Committee and Chair the Planning Committee.

He/she shall be a member of the Audit Committee, Finance Committee and shall assist the Chairman of the Board in his/her duties.

**SECTION 3.** The Second Vice Chairman and Treasurer shall assist the Chairman of the Board in his/her duties, and shall be a member of the Executive Committee, Finance Committee, and the Planning Committee.

(1) As Treasurer, he/she shall chair the Finance Committee. He/she shall keep an account of all monies received and expended for the use of the Association, and shall make disbursements authorized by the Board of Directors. He or she shall deposit all sums received in the bank or banks or Trust company approved by the Board of Directors, and shall report on the Association's financial condition at the annual meeting, or upon the requests of the Chairman of the Board or Board of Directors. The duties of Treasurer may be delegated in whole or in part to the President. Funds may be withdrawn from the Association's bank accounts upon the signature of the Second Vice Chairman and Treasurer and such other persons as may be designated by the Board of Directors. The Second Vice Chairman and Treasurer shall be adequately bonded at the expense of the Association. The funds, books, records and vouchers in the possession of the Second Vice Chairman and Treasurer, shall at all times be subject to verification or inspection by the Board of Directors, Executive Committee or any committee duly appointed by the Board of Directors.

(2) The Second Vice Chairman and Treasurer shall regularly review all expenditures and vouchers of the Association on behalf of the Executive Committee, reporting all findings to the Executive Committee, and the Executive Committee shall keep the Board of Directors fully informed.

### **ARTICLE XIII—GENERAL MANAGEMENT**

**SECTION 1.** There shall be a President who shall be employed and may be discharged by the Board of Directors. The duties of the President shall be to manage all the activities of the Association; to arrange for the collection and distribution of information contemplated in the bylaws; to see that all orders and resolutions of the Board of Directors and Executive Committee are carried into effect and to be authorized representative of the Association to meet with companies, government officials, or other persons or firms or corporations outside of the Association upon matters concerning the Association and the metalforming Industry. He/she shall prepare for the annual meeting of the Association a report of the transactions and condition of the Association. He/she shall be adequately bonded at the expense of the Association, and shall regularly consult with the Chairman of the Board regarding Association operating policies and policy amendments.

(1) He/she shall further perform such other duties as may be assigned by the Board of Directors, and shall have the right to employ/discharge and fix the compensation of staff employees of the Association within the budget limitations; shall keep records of the staff, employees and agents of the Association, their salaries and terms of employment and generally devote his or her best efforts to forwarding the business and advancing the interests of the Association.

**SECTION 2.** A Secretary shall be appointed by the Board of Directors to serve at the pleasure of the Board. It shall be his/her duty to give notice of all membership meetings and all committee meetings of the Association, and to transcribe a record of the proceedings; to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the Association; to collect annual dues and subscriptions and pay them over to the Second Vice Chairman and Treasurer, or to a depository designated by the Second Vice Chairman and Treasurer. The duties of the Secretary may be delegated to and assumed by the President.

**SECTION 3.** No paid employee of the Association shall hold any elective office therein, nor shall he/she be in the employ, temporary or otherwise, of any unit of the Industry, or any company which is or may be eligible to Associate membership.

#### **ARTICLE XIV—COMMITTEES**

**SECTION 1.** The Executive Committee shall consist of eight (8) persons appointed annually by the Chairman of the Board with the approval of the Board of Directors, and shall include the Chairman of the Board, the First Vice Chairman, the Second Vice Chairman and Treasurer, the Immediate Past Chairman of the Board, two (2) Manufacturing member Directors, and two (2) Associate member Directors. The Executive Committee shall be approved by the Board of Directors at the annual organizational meeting of the Board each year. Within the limits of the current operating budget this committee shall possess and may exercise all of the powers of the Board of Directors with respect to conducting the affairs of the Association in the intervals between meetings of the Board of Directors. All expenditures and vouchers of the Association shall be reviewed regularly by the Executive Committee, and it shall keep the Directors fully informed and shall freely consult with the Board regarding the business and affairs of the Association. It shall have such additional duties as may be assigned from time to time by the Board of Directors. The Executive Committee shall fix its own rules of procedure.

**SECTION 2.** The Finance Committee shall consist of nine (9) persons appointed annually by the Chairman of the Board with the approval of the Board of Directors. The Finance Committee shall be chaired by the Second Vice Chairman and Treasurer, and shall additionally consist of the Chairman of the Board, First Vice Chairman, President, three (3) Manufacturing member Directors and two (2) Associate member Directors. It shall prepare an annual budget for submission to the Board of Directors, and advise on investments and the fiscal affairs of the Association as the Board of Directors shall from time to time determine. The Finance Committee shall fix its own rules of procedure.

**SECTION 3.** The Nominating Committee shall consist of not less than five (5) Manufacturing members, appointed annually by the Chairman of the Board with the approval of the Board of Directors not later than June 1. Associate members may also be asked to serve on the committee. No member of the Board of Directors shall serve on the Nominating Committee. The duties of this committee shall be to nominate candidates for Directors to be elected by ballot of members, and to formally notify the President of such nominations prior to July 1. The Committee shall nominate one (1) member representative from each properly constituted District, and shall be bound by the choice of each District, as reported by the chair thereof, and shall nominate one (1) member

representative from each properly constituted Division, and shall be bound by the choice of the members of each Division. The Committee may then nominate Directors-at-Large from among Manufacturing member representatives of its own selection in the number necessary to bring the Board complement up to the total number permitted by the bylaws, and in accordance with action taken by the Board of Directors. Nominating Committee members are not eligible for nomination.

(1) The Committee shall notify the President and/or the Secretary in writing not later than July 1, of the names of all nominees for the Board of Directors. The President shall prepare a ballot of nominees for the election as District Directors, Division Directors, At-Large Directors and the Immediate Past Chairman Director (if appropriate) and provide it in writing and delivered personally or sent by telegram, by the use of authorized communications equipment, or by US mail, express mail or courier service, with postage or fees prepaid to the last recorded address of each Manufacturing member not later than August 1. The President shall also prepare a ballot of nominees for election of Associate member Directors and provide it in writing and delivered personally or sent by telegram, by the use of authorized communications equipment, or by US mail, express mail or courier service, with postage or fees prepaid to the last recorded address of each Associate member not later than August 1.

(2) The Nominating Committee shall nominate one (1) Manufacturing Member for each of the offices of Chairman, First Vice Chairman, and Second Vice Chairman and Treasurer. .

(3) The written report of nominations of the Nominating Committee for officers shall be filed with the President not later than fifteen (15) days prior to the annual meeting for announcement to the Directors at the organizational meeting of the Board of Directors.

(4) Nomination for Directors-at-Large may also be made if endorsed with the names of not less than ten (10) Manufacturing members of the Association, and if received by the President not later than June 1.

**SECTION 4.** A Planning Committee shall be appointed by the Chairman of the Board with the approval of the Board of Directors every third fiscal year for a one-year term of service. The Planning Committee shall be chaired by First Vice Chairman and consist of Immediate Past Chairman of the Board, Chairman, First Vice Chairman, Second Vice Chairman and at least four (4) members not currently serving as officers. The Planning Committee shall perform comprehensive long-range planning, evaluations of Association services and member needs and advise and consult with the Board of Directors on these and other matters, as the Board may from time to time request. The Planning Committee shall fix its own rules of procedure.

**SECTION 5.** The Audit Committee shall consist of not less than five (5) members, one (1) of which shall be the First Vice Chairman, and shall be appointed annually by the Chairman with the approval of the Board of Directors. The Chair of the Audit Committee shall be a member of the Board of Directors but shall not be an officer. The Audit Committee shall review the financial audit as required by Article X, Section 12. The Audit Committee shall also perform an audit of the Board of Directors and Executive Committee minutes for the prior twenty-four (24) months and report on actions taken and issues outstanding from said minutes.

**SECTION 6.** The Compensation Committee shall be composed of the Immediate Past Chairman, Chairman, First Vice Chairman and the Second Vice Chairman. Responsibilities include the following: During the first quarter of the fiscal year the committee shall determine the terms and conditions of the President's employment.

**SECTION 7.** With the approval of the Board of Directors, the Chairman of the Board may appoint such standing and project committees from time to time as may seem advisable, and each such committee shall exercise only such powers and perform such duties as may be specified in written rules of procedure approved by the Board of Directors.

**SECTION 8.** Any member of any committee may be removed either with or without cause, at any time, by the affirmative vote of a majority of the entire Board of Directors; and any member of any committee may resign by giving notice thereof in writing to the Secretary, such resignation to be effective upon its receipt by the Secretary.

**SECTION 9.** Any vacancy in the membership of any committee may be filled by the Chairman of the Board subject to later approval by the Board of Directors at any regular or special meeting thereof.

#### **ARTICLE XV—USE OF AUTHORIZED COMMUNICATIONS EQUIPMENT FOR NOTICES AND MEETINGS**

**SECTION 1.** The Association may use authorized communications equipment for the purpose of giving notice of meetings or any notice required by these regulations or by Ohio Nonprofit Corporation Law, or for attending and participating in meetings, or for providing a copy of any document or transmitting any writing required or permitted under that Law or for voting in the affairs of the Association. Such authorized communication equipment must provide a transmission, including, but not limited to telephone, telecopy or any electronic means from which it can be determined that the transmission was authorized by and accurately reflects the intention of, the member or director involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.

#### **ARTICLE XVI—ACTION WITHOUT A MEETING**

**SECTION 1.** Any action that may be authorized or taken at a meeting of the Members, Board of Directors, Committees, Districts or Districts, as the case may be, may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by the individuals who would be entitled to notice of a meeting for that purpose providing the number of representatives necessary to constitute a quorum as determined in these bylaws. Such writing may be provided by transmission by authorized communications equipment and is determined to be signed on the date any such transmission is sent.

## **ARTICLE XVII—CONFIDENTIAL INFORMATION**

**SECTION 1.** All statistics, financial, production, or other confidential information or correspondence relating to the business of a member shall be collected by the President or under his or her supervision, and all confidential information furnished to the President or to Association employees shall not be disclosed to any member, Director, officer, or any other firm, person or corporation, except in such manner as not to enable anyone to determine facts relating to a particular member's business; and no information concerning the business or correspondence of a member shall be released to any government agency or employee, federal, state, or local, excepting upon advice of counsel, as well as approval of the Board of Directors should counsel deem Board action advisable.

## **ARTICLE XVIII—INDEMNIFICATION**

**SECTION 1.** The Association shall indemnify, to the full extent then permitted by law, any person who has or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, officer, or employee of the Association, or is or was serving at the request of the Association as a Director, trustee, officer, committee chair, committee member, Division or District officer, employee or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise. The indemnification provided hereby shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any law, the articles of incorporation or any agreement, vote of members or of disinterested Directors or otherwise; further, the indemnification provided shall include indemnification for action in official capacities and action in another capacity while the person is a Director, officer, committee chair, committee member, Division or District officer, or employee of the Association; and moreover, the indemnification shall continue for a person who has ceased to be a Director, officer, committee chair, committee member, Division or District officer, or employee, and shall inure to the benefit of the heirs, executors and administrators of such a person.

**SECTION 2.** The Association may, to the full extent then permitted by law, purchase and maintain insurance on behalf of any persons described in Section 1 of this Article XVIII against any liability asserted against and incurred by any such person in any such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify such person against such liability.

**SECTION 3.** Any amount which may be paid by way of indemnity in accordance with the provisions of Section 1 of this Article XVIII shall be promptly announced to the members, and such announcement shall specify the person or persons paid, the amount or amounts of the payment or payments and the final disposition of the threatened, pending or completed action, suit or proceedings.

## **ARTICLE XIX—AMENDMENTS**

**SECTION 1.** Amendments to these bylaws may be proposed by a majority of the Board of Directors or at any time by twenty-five (25) Manufacturing members of the Association in good standing. All such proposals shall set forth the text of the amendment and shall be filed with the Secretary.

**SECTION 2.** Bylaws shall be adopted, amended, repealed or altered in whole or in part by a majority vote of the membership present and represented by proxy at any duly organized meeting of the Association, providing the proposed change has been provided in writing and delivered personally or sent by telegram, by the use of authorized communications equipment, or by US mail, express mail or courier service, with postage or fees prepaid to the last recorded address of each Manufacturing member at least twenty (20) days in advance of such meeting or by ballot as provided in Article XV.

**SECTION 3.** The Association bylaws shall be reviewed at least every three (3) years by PMA's Executive Committee or other Project Committee as may be appointed by the Chairman of the Board with the concurrence of the Board.

## **ARTICLE XX—DISSOLUTION**

**SECTION 1.** The Association may be dissolved by the affirmative vote of a majority of all the Manufacturing members of the Association. Such vote shall be taken only at a regular or special meeting of the members of which at least thirty (30) days' notice of the intention to vote on dissolution shall have been given to all members. Upon the dissolution of the Association, the Board of Directors shall, after paying or adequately providing for the payment of all known obligations of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association, in such manner or to such organization or organizations engaged generally in the same field as this Association and as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (6) of the Internal Revenue Code of 1954; or the corresponding provision of any future United States Internal Revenue law, as the Board of Directors shall determine.

## **ARTICLE XXI—OTHER ORGANIZATIONS**

**SECTION 1.** Should the Association own or have beneficial interest in voting securities of any other organization such securities shall be voted by the Association President as directed by a vote of the Executive Committee.

**SECTION 2.** The Chairman of the Board, with concurrence of the President, shall appoint representatives from the membership or executive staff to represent the Association on industry committees, boards, advisory groups, coalitions, commissions and other similar organizations. Such appointments shall be submitted to the Board at their next regular meeting for approval or dissolution.