



BYLAWS

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PRECISION METALFORMING ASSOCIATION BYLAWS

ARTICLE 1 – FORMATION

1.1. Name. The name of this association is the Precision Metalforming Association (“**Association**”).

1.2. Formation. The Association is incorporated as a 501(c) (6) not-for-profit corporation, under the laws of the State of Ohio, to represent the interests of the metalforming Industry.

1.3. Board. The principal place of business of the Association shall be located at such place as may at any time be determined by the Association’s Board of Directors (“**Board**”).

1.4. Bylaws. These Bylaws proscribe and control the operation of the Association (“**Bylaws**”).

1.5. President. The day to day operations of the Association will be run by an employee of the Association designated as the President (“**President**”).

ARTICLE 2 – THE INDUSTRY

The term “**Industry**” as used herein means the business of giving utility to sheet metal by forming it in machines using tooling; creating precision metal products using stamping, fabricating, metal spinning, slide forming, roll forming and other value-added processes, along with the assistance of suppliers of materials, equipment and services required by the Industry.

ARTICLE 3 – PURPOSES

3.1. The objectives and purposes of this Association are:

3.1.1. To consider, understand, evaluate, address and secure group opinion and action on the common problems of the Industry; to promote and safeguard the interests of the Industry as a whole; to encourage equitable and ethical business dealings; to develop and promote programs and services designed to help Industry members operate with superior technology, knowledge, efficiency, economy, and safety; and to be an advocate for the promotion of workforce development and to operate in regard for the environment.

3.1.2. To express Industry opinions upon questions affecting the Industry and maintain contacts among constituencies that relate to the Industry.

3.1.3. To cooperate with other manufacturing industries and organizations collaborating on, but not limited to, joint advocacy programs, trade shows, events, industry research and development of workforce skills and services.

3.1.4. To do whatever is necessary for the accomplishment of proper and lawful objectives of not-for-profit trade associations, all of which shall be consistent with the public interest, as well as in the interest of the Industry.

3.1.5. To provide members association services at a reasonable, competitive price.

3.2. The Association shall have the following powers:

3.2.1. To develop programs and services to improve the safety and health of Industry employees and to promote the adoption of best practices in the areas of health and safety conditions in the Industry.

3.2.2. To promote the Industry through expositions, seminars, statistics, media, research, advertising and other appropriate activity.

3.2.3. To develop programs and services to improve the skills, competencies and knowledge of Industry employees, and to promote the adoption of best practices in the areas of workforce training and performance.

3.2.4. To encourage research into technologies which benefit the Industry.

3.2.5. To educate all Industry constituencies to maximize their comprehension of the critical success factors and other issues beneficial to the Industry.

3.2.6. To facilitate and encourage progressive management practices by providing information and services to help its member companies and its employees achieve the highest level of performance.

3.2.7. To advance commercial and legislative views by providing facts and removing impediments to permit the Industry to compete globally.

ARTICLE 4 – MEMBERSHIP

4.1. The classes of membership are Manufacturing Members, Associate Members, International Members, Emeritus Members and Honorary Members (“**Members**”). The official representatives (“**Official Representatives**”) will represent the Member.

4.1.1. Manufacturing Members. Any legal entity domiciled in North America engaged in giving utility to metal as defined in Article 2 is eligible to be a Manufacturing Member (“**Manufacturing Member**”).

4.1.2. Associate Members. Any legal entity domiciled in North America not qualified for membership as a Manufacturing Member, but which provides materials, equipment or services to the Industry is eligible to be an Associate Member (“**Associate Member**”).

4.1.3. International Members. Any legal entity domiciled outside North America, engaged in the Industry or as a supplier to the Industry is eligible to be an International member. International Members have no vote in affairs of the Association or seat on the Advisory Board or Board (“**International Member**”).

4.1.4. Honorary Members. The Board, at the recommendation of the Advisory Board, may elect individuals who have rendered extraordinary service to the Industry or who may act in an advisory capacity as an Honorary Member. Honorary Members do not pay dues, and their memberships will continue until death, resignation or rescission by the Board. They may register, attend and participate at annual meetings of members, but shall have no vote (“**Honorary Member**”).

4.1.5. Emeritus Members. The Board may elect individuals formerly affiliated with a member company who have served at least one (1) term on the Board, participated in

Association activities and want to continue to contribute to the Industry, as an Emeritus Member. They may register, attend and participate at annual meetings of members, but shall have no vote ("**Emeritus Member**").

4.2. All membership applications as Manufacturing, Associate or International Members must be submitted in proper form to the President. Each application will be reviewed and approved, or rejected by the President, based on the requirements for membership in these Bylaws. The President will present a list of all new Members at the next meeting of the Board. Any challenge to a new Member's status as a member must be resolved according to Section 4.9 of these Bylaws.

4.3. A new Member's membership is effective when the Association receives the Member's entrance fee and initial installment of dues. The President will issue a notification of membership to each new Member. If an applicant does not meet requirements for membership, the President shall notify the applicant that they do not meet membership requirements and the membership application is denied.

4.4. Each Manufacturing Member must designate an Official Representative in writing. The Official Representative may vote and act for the Member in all affairs of the Association. No person shall be an Official Representative for more than (1) Member company at the same time. Each Manufacturing Member will have one (1) vote per membership and may be represented by proxy, provided the proxy is authorized by its Official Representative and delivered to the President or Secretary, or to a properly constituted proxy, prior to the call-to-order of the applicable meeting.

4.5. Each Associate Member must designate an Official Representative in writing. The Official Representative may vote and act for the Associate Member in all affairs of the Association. No person shall be an Official Representative for more than one (1) Member company at the same time. Each Associate Member will have one (1) vote, per membership and may be represented by proxy, provided the proxy is authorized by its Official Representative and delivered to the President or Secretary, or to a properly constituted proxy, prior to the call-to-order of the applicable meeting.

4.6. Honorary, International and Emeritus Members have no vote in the affairs of the Association and will hold no office, but may register, attend and participate in the annual meeting, district, technical and other meetings, and take part in educational and technical programs and activities of the Association.

4.7. Manufacturing and Associate Members are encouraged to furnish personnel from their companies to be active in districts and divisions, and to serve on committees and task forces of the Association. They are also encouraged to participate as speakers, sponsors and attendees of Association meetings and events.

4.8. Any Member may resign from membership by providing written notice to the President. A resigning Member must pay dues to the end of the then current annual dues period. Membership in the Association also terminates by: (a) failure to pay assessed dues in a timely manner; (b) Member company dissolution; (c) death (relating only to Honorary or Emeritus Members); (d) rescission of Honorary or Emeritus Membership by the Board; (e) a successful challenge by a Member of the authorization of a new Member under these Bylaws; or (f)

termination of Membership as set forth in Section 4.9. All rights of a Member cease on the termination of membership.

4.9 A Member may be suspended, or terminated for cause, by a majority vote of the Board at a properly called meeting. As used in this section, “cause” means a violation of these Bylaws or other conduct prejudicial to the Association, as determined by the Board. In such a situation, thirty (30) days prior to the meeting, the Secretary must send to the Official Representative, a notice regarding the proposed intent to suspend or terminate the membership and the date and time of the expected action, by registered mail or personal email to the last known address of the Member. The Member may appear by personal representative and present any defense to such charges before termination or suspension.

ARTICLE 5 – ASSOCIATE MEMBERS

5.1. This class of membership promotes mutually beneficial relations between Manufacturing Members and their sources of supply.

5.2. Except as otherwise provided in these Bylaws, Associate Members have all rights and privileges of Manufacturing Members.

5.3. Associate Members shall have eight (8) at large representatives on the Board of Advisors, two (2) of whom will also represent Associate Members on the Board. Each Associate Member on the Board of Advisors and Board may introduce motions and vote on all matters coming before either body. These Directors are elected as set forth in Article 13.

5.4. Associate Members may develop and approve rules and procedures for the conduct of Associate Member affairs, including procedures for the submitting candidates for the Board of Advisors and Board, and for the formation of committees and task forces to develop programs and services to benefit their membership and the Manufacturing Members of the Association. Such rules and procedures will be subject to review by the Board of Advisors and approval of the Board. Officers of the Association and members of the executive staff may attend meetings of the Associate Members.

5.5. Representatives of Associate Members may register and participate in all general Association, District and Division meetings. Associate Members are encouraged to provide the names and addresses of representatives within the Districts and Divisions who may benefit from District and Division meetings, for notification of all such meetings by the executive offices of the Association.

ARTICLE 6 – DIVISIONS

6.1. The Board may establish Division organizations (“**Divisions**”) from time to time to encourage Association activities within segments of membership based on metalforming technologies or other areas of common interest, as may be recommended by the Board of Advisors.

6.2. Divisions are entitled to the rights, responsibilities and duties set forth below:

6.2.1. Each Division shall have one (1) representative on the Board of Advisors nominated and elected as set forth in Article 13.

6.2.2. Each Division will develop its own rules of procedure for the election of officers, the nomination of its representative on the Board of Advisors, the formation of committees or task forces and for conduct of Division meetings. Such rules of procedure shall be reviewed by the Board of Advisors and approved by the Board.

6.2.3. Resolutions and actions of a Division are binding only on members of the Division and shall not be in conflict with policies established by the Board. Resolutions may be presented to the Board of Advisors for consideration and recommendation to the Board for action.

ARTICLE 7 – DISTRICTS

7.1. District organizations (“**Districts**”) may be established within the membership to encourage Association activities within geographical areas. The Board, with the input of the Board of Advisors, may modify the number and boundaries of the Districts, which is encouraged to review the geographical distribution of Members, number of Members in a District and interest in supporting a District, when making its recommendations.

7.2. Districts are geographically located apart from Association headquarters. Representatives of Members will lead the Districts. Districts organize and host events for Members in the regional area they serve. The President or other employee(s) so designated by the President, shall be an authorized signer on every District bank account. The Association shall also have online access to statements and other records of all transactions of the Districts, in order to meet fiduciary requirements of the Association’s annual independent audit.

7.3. Districts are entitled to the rights and are charged with the duties, set forth below:

7.3.1. Each District will elect a Chair, Treasurer, Program Chair and Director, which, when practicable, will be separate individuals. Districts may elect other officers and local directors, as it deems appropriate to support proper operations of the District. They may also establish other committees or task forces to assist with development of District programs or other items, as needed.

7.3.2. The District Chair will provide leadership to the District, calling for and presiding at District Board meetings and District events, although other District Board members may do so as well. The Chair will take such action as appears reasonable to assure that the District promotes and retains its membership within the District.

7.3.3. The District Treasurer is responsible for managing District finances following guidelines provided by the Association, including implementing fiduciary best practices for event registration and payments. The Association’s District and Finance staff teams will work with each District to assure the implementation of and adherence to, best practices for financial controls related to event registration, payment and reporting for District Events.

7.3.4. The District Program Chair is responsible for working collaboratively with other District officers, members, the Association staff and others to develop content for District programs of interest to the Members of the District. He/She will provide information needed by the Association’s District Staff Team so they are able to promote programs and events to the appropriate audience in the District, based on content and information about each District program. The District Director shall be a member of the Board of Advisors as a representative

of the District. It is preferred that the Director is from a Manufacturing Member located in the District. The District shall provide notice of its nominee to the Association's Nominating Committee, no later than 30 days prior to the Annual Meeting, in years when its representative is subject to election.

7.4. District meetings shall be held with whatever frequency the Members in the District desire, but not less than two (2) meetings should be held annually. If a District holds fewer than two (2) meetings annually, the Board of Advisors will make a recommendation to the Board regarding whether the District shall continue. No quorum is required for District meetings.

7.5. Each District will develop its own rules of procedure for the election of officers, the nomination of its representative on the Board of Advisors, the formation of committees or task forces and conduct of District meetings. Model rules of procedure shall be available from the Association headquarters to assist with this responsibility.

7.6. Resolutions and actions of a District are binding only on members of the District who vote affirmatively and shall not be in conflict with policies established by the Board. Resolutions of the District may be presented to the Board of Advisors for consideration and recommendation to the Board for action.

7.7. The Association will annually hold a District Leadership Conference at the Association headquarters to provide training, help generate program ideas and otherwise facilitate adoption of best practices for District operations, by encouraging interaction among volunteer leaders of the Districts. A District chair may invite any other officers of the District to participate in the meeting, and in the absence of the chair, the vice chair or other duly appointed officer, shall attend in his/her stead. The District may fund in whole or in part the participation at the annual District Leadership Conference.

7.8. The Association encourages Districts to pursue regional activities with other Districts.

7.9. Districts shall encourage Association membership by appropriately charging higher fees for participation of non-members in District meetings and events.

ARTICLE 8 – DUES AND ANNUAL BUDGET

8.1. The President, in collaboration with a Finance Committee, shall prepare an Annual Operating Budget, Dues Investment Schedule and Capital Expenditures Budget (collectively the “**Annual Budget**”), which is subject to review, modification and endorsement of the Board, for approval by Members during the Annual Meeting. The amount of dues paid by each Member is set forth in the Annual Budget (“**Dues**”).

8.2. The Board shall review and endorse for approval of the Members, a proposed Annual Budget at least ten (10) days prior to the date of the Annual Meeting. The President shall distribute the proposed Annual Budget to the Official Representative of each Member, along with the notice of the Annual Meeting, which shall be in writing and delivered personally, sent by U.S. mail, email, express mail or courier service, with postage or fees prepaid. The Annual Budget shall be voted upon by the Members during the Annual Meeting.

8.3. The Board may reduce Dues at any time and shall give prompt notice thereof to all Members. A majority of the Members present, or represented by proxy, at the Annual Meeting or a Special Meeting may approve an increase in Dues.

8.4. Members must pay dues within thirty (30) days from the date of invoice. Members who fail to make payment within sixty (60) days from the date of invoice will be suspended from membership for non-payment of Dues. If payment is not received within the next thirty (30) days (ninety (90) days from the date of the invoice), the Member shall be suspended, and all privileges and services of the Member in the Association shall be terminated. The names of all suspended Members will be presented at the next regular meetings of the Board of Advisors and Board, and by majority vote of the Board in a meeting, may terminate a suspended Member, without further notice and the Member will be dropped from the membership roll. A suspended Member may resign in good standing by paying Dues to the date of automatic suspension.

8.5. The fiscal year of the Association is from April 1st through March 31st of the following year.

8.6. Honorary and Emeritus Members will not be required to pay dues.

ARTICLE 9 – MEETINGS

9.1. There shall be an annual meeting of the Members held as ordered by the Board, for receiving the annual report, approving the operating budget, capital budget and dues investment schedule, and for the transaction of other business as may be appropriate (“**Annual Meeting**”). The Association will send a Notice of the Annual Meeting to each Member at its last recorded address in writing; be delivered personally or sent by U.S. mail, email, express mail or courier service, with postage or fees prepaid, at least ten (10) days before the Annual Meeting.

9.2. A majority vote of the Board; upon written request, signed by twenty (20) or more members of the Board of Advisors or the President may call a Special meetings of the Members to consider a specific subject or subjects (“**Special Meeting**”). The President shall convene a Special Meeting only upon receipt of a written request by 25% of the Members in good standing. All Special Meetings will take place within 60 days of the calling of the Special Meeting. The Association must provide a Notice of a Special Meeting to each Member at its last recorded address. The Notice must be in writing, and delivered personally or sent by US mail, email, express mail or courier service, with postage or fees prepaid, at least twenty (20) days in advance of the Special Meeting, with information as to subject or subjects to be considered.

9.3. At any meeting of the Members, one-quarter of the Members shall constitute a quorum (“**Quorum**”) for the transaction of business, except as may be otherwise expressly required by law, or by these Bylaws. To have a Quorum, Members may be present in person or by proxy, or participate by the use of authorized communications equipment as provided in Article 17. If a Quorum is not present, the presiding officer may adjourn the meeting from time to time, until the Quorum is present. Only Members in good standing shall be entitled to a vote in the affairs of the Association, or to introduce motions.

9.4. All Committee, Task Force and/or Division Chairs shall ensure that minutes are taken for all meetings, and provided to the President, or his/her designee, for transmittal to members of the appropriate the Committee, Task Force or Division, and to the Board of Advisors and Board.

9.5. All Committees, Task Forces and/or Divisions shall be governed by the Association's Committee/Task Force/Division Rules of Procedure.

9.6. Default Voting Rules. Unless otherwise set forth in the Section identifying a vote, all votes to approve an action must be by majority vote of the Quorum present.

ARTICLE 10 – BOARD OF ADVISORS

10.1. The Association shall have a Board of Advisors (“**Board of Advisors**”) whose sole purpose is to have a valuable and important role in bringing forward ideas and information from all Divisions, Districts, Member Classifications and the General Membership, advising and making recommendations to the Board for events, actions, programs, services, affinity programs and other items. The Board of Advisors shall have no decision-making authority on legal or fiduciary matters.

10.2. Members of the Board of Advisors (“**Advisory Directors**”) are classified as follows, and serve for the period indicated:

10.2.1. District Directors: One Manufacturing Member representative for each properly constituted District is to be nominated and elected in accordance with Article 13 to serve for a term of two (2) years on the Board of Advisors. If a Manufacturing Member representative is unavailable to serve, the District may nominate an Associate Member representative.

10.2.2. Advisory Directors-at-Large: A number of Manufacturing Member representatives not to exceed nine (9), are to be nominated and elected as set forth in Article 13 to serve on the Board of Advisors (“**Advisory Directors-at-Large**”). The term of Advisory Directors-at-Large shall be three (3) years, and terms of service will be staggered, so one third will be subject to election each year.

10.2.3. Officer Directors: The Officers shall be members of the Board of Advisors.

10.2.4. Division Directors: One (1) Manufacturing Member representative shall be nominated and elected by each properly constituted Division as a member of the Board of Advisors, as set forth in Article 13 for a term of two (2) years.

10.2.5. Associate Member Advisory Directors: Eight (8) Associate Member representatives shall be nominated and elected to the Board of Advisors, four (4) to be elected each year by Associate Members, for a term of two (2) years, in accordance with Article 13.

10.2.6. The Association should consider electing individuals with special or other qualifications, i.e. legal, next generation, accounting, etc. as Advisory Board-At-Large positions pursuant to Article 13.

10.2.7. Terms of Service: Advisory Directors in each of the above categories, with the exception of Section 10.2.3, are eligible for re-election for one additional consecutive term in their present category or in another category for which they are qualified. After two

consecutive terms of service, a period of one year shall be required to elapse before an individual may again serve on the Board of Advisors. Term limits are for individuals serving as Officer for the specific and exclusive purpose of allowing them to proceed through the chairs. Term limits are waived for the Immediate Past Chair Director and for appointments made to fill vacant terms under provisions of Section 10.4.

10.2.8. Only one (1) representative of any Member company shall sit on the Board of Advisors at a given time, unless the cause is due to a representative of the same company serving as an Officer at the same time as a second individual from the same company is serving as an Advisory Director in another category.

10.2.9. The members of the Board will also be members of the Board of Advisors.

10.3. The Board of Advisors will be nominated and elected as set forth in Article 13.

10.4. If any vacancy occurs in the Board of Advisors during a term of service, the Chair, with the consent of a majority vote of the Board, will appoint a representative of a Member, who meets the requirements of that position on the Board of Advisors, to fill such vacancy for the unexpired term.

10.5. The Board of Advisors shall meet at least twice during each fiscal year. The Chair may, or the President shall, at the request in writing of five (5) members of the Board of Advisors, issue a notice provided in writing and delivered personally or sent by U.S. mail, email, express mail or courier service, with postage or fees prepaid for a Special Meeting of the Board of Advisors. A notice of at least seven (7) days shall be required for such Special Meeting.

10.6. One-third of the members on the Board of Advisors shall constitute a quorum for all purposes, unless herein otherwise provided. In the absence of the Chair, the Vice Chair shall preside. In the absence of these officers, the members of the Board of Advisors shall select a Chair for the meeting.

10.7. After three (3) successive absences by an Advisory Director, the Chair shall notify the Board of Advisors of the attendance record of said Advisory Director, and the Advisory Board will vote on whether to replace said Director. If the vote is affirmative, the Chair shall select a replacement from among eligible candidates to fulfill the unexpired term of the Advisory Director.

10.8. Only members of the Board of Advisors shall engage in discussions on any questions which are properly presented and within its jurisdiction.

10.9. Any Advisory Director may resign from the Board of Advisors at any time, by giving written notice to the Chair or the Secretary. Such resignation shall not require acceptance by the Board of Advisors.

10.10. Membership on the Board of Advisors shall terminate upon death, voluntary resignation as herein provided, or for cause, as determined by the Board of Advisors. Examples of cause, include, but are not limited to, violation of these Bylaws, habitual absences from scheduled meetings of the Board of Advisors and membership on the Board of Directors or other governing body of an organization that competes directly with the Association. In the latter situation, the Board may determine that service on the Board of

Advisors of a competing Association is not conduct prejudicial to the Association, and vote against termination.

ARTICLE 11 – BOARD OF DIRECTORS (BOARD)

11.1. The governing power, control and management of the affairs of the Association is vested in the Board, which shall have all rights and responsibilities of the Association's legal Board of Directors, subject to limitations in these Bylaws, as amended.

11.2. Members of the Board are as follows, and serve for the period indicated:

11.2.1. Officer Directors. The Chair and Vice Chair.

11.2.2. Manufacturing Member Directors. Three (3) Manufacturing Member Directors will serve for a term of one (1) year.

11.2.3. Associate Member Directors. Two (2) Associate Member Directors will serve for a term of one (1) year.

11.2.4. President. The current President shall be a Board participant but will have no voting right in Board decisions. The Board members other than the President have the right to excuse the President from any discussion involving the President or any other staff member.

11.2.5. Immediate Past Chair Director. The immediate Past Chair of the Board shall serve as a member of the Board for one (1) year after completing his/her term as Association Chair. If he/she unable to serve in this capacity, another Association Past Chair may be nominated to serve, by the outgoing Chair with consent of the Board.

11.2.6. Terms of Service. Board members in each of the above categories, with the exception of Section 11.2.4., 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. After two consecutive terms of service, a period of one (1) year shall be required to elapse before an individual may be elected to additional service on the Board. 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.

11.2.7. Only one (1) representative of any Member shall sit on the Board at a given time.

11.3. The Board will be nominated and elected as set forth in Article 13.

11.4. If any vacancy occurs in the Board during a term of service, the Chair, with the consent of a majority vote of the Board, will appoint a representative of a Member who meets the requirements of that position on the Board, to fill such vacancy for the unexpired term.

11.5. The Board shall meet at least three (3) times during each fiscal year. The Chair 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 U.S. mail, email, express mail or courier service, with postage or fees prepaid. At least seven (7) days' notice shall be required for such Special Meeting.

11.6. Two-thirds of the members on the Board shall constitute a quorum for the conduct of business, unless herein otherwise provided. In the absence of the Chair, the Vice Chair shall preside. In the absence of both of these officers, the members of the Board shall select a Chair for the meeting.

11.7. After three (3) successive absences by a member of the Board, the Chair 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 meeting.

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

11.9. Any Director may resign at any time by giving written notice to the Chair or the Secretary. Such resignation shall not require acceptance by the Board.

11.10. Membership on the Board shall terminate upon death, voluntary resignation as herein provided, or for cause, as determined by the Board. As used in this section “cause” means conduct prejudicial to the Association as determined by the Board. Examples include, but are not limited to, violation of these bylaws, habitual absences from scheduled meetings of the Board and membership on the Board of Directors or other governing body of an organization, which competes directly with the Association. In the latter situation, the Board may determine that service on the Board of Directors of a competing Association is not conduct prejudicial to the Association, and vote against termination.

11.11. Among other duties, the Board shall require an annual independent audit of the Association and any related entities’ financial position by a firm of certified public accountants, retained by, and responsible to the Audit Committee. The Audit Committee will review, and make it available to the Board and Membership.

11.12. Unless the Vice Chair has been removed for cause then the Vice Chair will succeed to the position of Chair upon the conclusion of the Chair’s one (1) year of service.

ARTICLE 12 – OFFICERS

12.1. The elected officers of the Association (“**Officers**”) are the Chair of the Board (“**Chair**”) and Vice Chair & Treasurer (“**Vice Chair**”). They must be from a Manufacturing Member company at the time they are elected as officers. The Officers will be nominated and elected in accordance with Article 13. By virtue of election as an officer of the Board, they shall also serve as Chair and Vice Chair of the Advisory Board, for the same term of service.

12.2. Any Officer may resign at any time, by giving written notice thereof, to the Board with such resignation being effective upon acceptance by the Board.

12.3. Any Officer may be removed, either with or without cause, at any time by the affirmative vote of a majority of the entire Board, at any regular or Special Meeting thereof.

12.4. 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 affirmative vote of a majority of the Board.

ARTICLE 13 – NOMINATIONS AND ELECTIONS

13.1. The Nominating Committee (“**Nominating Committee**”) will be selected each year prior to the Annual Meeting (“**Annual Meeting**”) during the Forming Our Future event and chaired by the Immediate Past Chair (“**Immediate Past Chair**”). If the Immediate Past Chair refuses or is unavailable, the Chair, with the Board’s consent, will choose and recruit another Past Chair to chair the Nominating Committee (“**Nominating Committee Chair**”). The Nominating Committee Chair may choose any number of members for the Nominating Committee, but committee membership must include two Past Chairs (including the Nominating Committee Chair), two Manufacturing Members and two Associate Members. The Nominating Committee Chair will present the candidates for the Nominating Committee at the Annual Meeting each year for ratification by the Board of Advisors. The Nominating Committee may not nominate any of its members to any open positions.

13.2. The Board of Directors will be comprised of the Chair (rising Vice Chair/Treasurer), the Vice Chair, the Past Chair, three Manufacturing Members, two Associate Members (the three Manufacturing and two Associate Member positions will be considered the “**Board-At-Large Positions**”) and the President. Each year the Nominating Committee will solicit applications for Vice Chair and the Board-At-Large Positions. The Nominating Committee will determine the form and timing of the application process. Members of the Advisory Board may submit additional candidates for consideration by the Nominating Committee for the Vice Chair and Board-At-Large Positions. These potential candidates will be subject to the same application and vetting process as prescribed by the Nominating Committee. The Nominating Committee will then recommend the candidates for Vice Chair and the Board-At-Large Positions prior to the Annual Meeting. The Advisory Board will vote on the Vice Chair and Board-At-Large Positions at the Annual Meeting.

13.3. The Advisory Board of Directors will be comprised of the Chair (rising Vice Chair/Treasurer), the Vice Chair, the Past Chair, nine Manufacturing Members, eight Associate Members, and one member from each Division and District. The nine Manufacturing and eight Associate Member positions are the “**Advisory Board-At-Large Positions**”. Each year the Nominating Committee will solicit candidates for all open Advisory Board-At-Large Positions. The applicable District or Division will name all District and Division candidates. Members of the Advisory Board may submit additional candidates to for consideration by the Nominating Committee for the Advisory Board-At-Large Positions. These potential candidates will be subject to the same application and vetting process as prescribed by the Nominating Committee. The Nominating Committee will then choose the remaining candidates for the Advisory Board prior to the Annual Meeting. The Advisory Board will vote on the candidates for the open Advisory Board at the Annual Meeting.

ARTICLE 14 – DUTIES OF OFFICERS

14.1. The Chair is the person having ultimate responsibility and authority for the governance of the Association. He/She shall be a member of the Advisory Board and Board and shall chair and preside at meetings of the Members, Board of Advisors and the Board.

14.1.1. The Chair is an ex-officio member of all Committees and Task Forces, except the Nominating Committee.

14.1.2. He/She shall be a member of the Audit Committee, Finance Committee and Planning Committee.

14.1.3. At the Annual Meeting, and at such other times as he/she deems appropriate, he/she will communicate to the Members, Board of Advisors and/or to the Board, such matters as may, in his/her opinion, be important to the Association.

14.1.4. He/She shall perform such other duties as are necessary to the office of Chair of the Board, or as may be prescribed by the Board, excepting the employment or discharge of paid employees.

14.2. The Vice Chair shall be a member of the Board of Advisors and Board and perform all the duties of the Vice Chair and the Treasurer, and such additional duties as the Board may from time to time assign.

14.2.1. He/She shall have oversight of the financial management of the Association, which is the responsibility of the President, who shall cause to be deposited all sums received into the financial institution(s) approved by the Board, and shall report on the Association's financial condition at the Annual Meeting, at Board meetings and Advisory Board Meetings. The responsibility for reporting on the Association's financial condition may be delegated to an employee of the Association. Funds may be withdrawn from the Association's bank accounts upon the signature of the President, Chair and/or Vice Chair/Treasurer, and such other persons as may be designated by the Board.

14.2.2. He/She shall be a member of the Audit Committee, Finance Committee, Planning Committee and shall assist the Chair in his/her duties.

14.2.3. As Treasurer, he/she shall chair the Finance Committee.

14.2.4. In the absence of, or in the event of death or disability of the Chair, he/she shall assume those responsibilities until the Board has elected a new Chair.

14.2.5. He/She shall provide oversight of the professional staff of the Association involved in financial management, who under the leadership/supervision of the President shall keep an account of all monies received and expended for the use of the Association.

14.2.6. The Vice Chair & Treasurer is responsible for the regular review of all material expenditures and vouchers of the Association on behalf of the Board. The Vice Chair/Treasurer may delegate this responsibility to a third party (e.g. staff person or 3rd-party vendor) but retains oversight responsibility.

14.3. The funds, books, records and vouchers in the possession of the President and staff, shall at all times be subject to verification or inspection by the Chair, Vice Chair, Board or any Committee duly appointed by the Board to do so, on his/her behalf.

14.4. The Chair, Vice Chair, President and other appropriate employees of the Association (e.g. Vice President/Director of Finance, Controller and other members of the Association's accounting staff), shall be adequately bonded at the expense of the Association.

ARTICLE 15 – GENERAL MANAGEMENT

15.1. The President is employed and may be discharged by the Board. The President will manage all activities of the Association. He/She shall arrange for the collection and distribution of information contemplated in the Bylaws, see that all orders and resolutions of the Board are carried into effect, and be the authorized representative of the Association to meet with companies, government officials or other persons, firms or corporations on matters concerning the Association and the Metalforming Industry.

15.1.1. The President shall have the right to employ/discharge and fix the compensation of all employees of the Association and shall keep records of all employees and agents of the Association, their salaries and terms of employment. He/She will perform other duties as assigned by the Board and will devote his/her best efforts to advance the interests of the Association.

15.1.2. The President and his/her staff team shall prepare a Financial Report of the transactions and condition of the Association for each regular meeting of the Board and Advisory Board, and for the Annual Meeting.

15.1.3. The President shall regularly consult with the Chair and Vice Chair regarding Association operating policies and policy amendments and will ensure compliance with all policies and procedures promulgated by the Association.

15.2. The Board will appoint a Secretary to serve at the pleasure of the Board. It shall be his/her duty to give notice of all Board, Membership, Committee or Task Force meetings of the Association. He/She shall prepare a record of the proceedings and provide the record to the President or other to carry into execution all orders, votes, and resolutions as appropriate. He/She shall keep a list of the members of the Association, invoice and collect annual dues and subscriptions and deposit them in a financial institution designated by the Board. The Board may delegate the duties of the Secretary to the President.

15.3. 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 that is eligible for membership in the Association.

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

ARTICLE 16 – COMMITTEES/TASK FORCES

16.1. There shall be a number of Operational Committees and Task Forces established annually by the Chair, with consent of the Board, to assure appropriate oversight of Association operations.

16.1.1. The Board shall appoint a Finance Committee consisting of eight (8) persons, which shall be chaired by the Vice Chair/Treasurer, and shall additionally consist of the Chair, President, three Manufacturing Member Directors and two Associate Member Directors. It shall prepare an annual budget for submission to the Board, and advise on investments and the fiscal affairs of the Association as the Board shall from time to time determine. The Finance Committee shall fix its own rules of procedure.

16.1.2. The Chair shall appoint a Planning Committee with the approval of the Board every third fiscal year for a one-year term of service. The Vice Chair will chair the Planning Committee and will consist of the Immediate Past Chair of the Board, Chair, 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 on these and other matters, as the Board may from time to time request. The Planning Committee shall fix its own rules of procedure.

16.1.3. The Chair will appoint an Audit Committee each year, with the approval of the Board. The Audit Committee shall consist of no less than five (5) members, one (1) of which shall be the Vice Chair. The Chair of the Audit Committee must be a member of the Board but may not be an officer. The Audit Committee will review the financial audit as required by Section 11.11. The Audit Committee will also perform an audit of the Board minutes for the prior twenty-four (24) months, and report on actions taken and issues outstanding from said minutes.

16.1.4. The Compensation Committee shall be composed of the Immediate Past Chair, Chair and the Vice Chair. During the first quarter of the fiscal year, the committee shall conduct a performance review of the President for the prior fiscal year and determine the financial/fringe benefit terms and conditions of the President's employment.

16.2. With the approval of the Board, the Chair may, from time-to-time appoint such Standing and Project Committees and Task Forces as may seem advisable, and each such committee/task force may exercise only such powers and perform such duties as may be specified in written rules of procedure approved by the Board.

16.3. The affirmative vote of a majority of the Board will remove any member of any committee either with or without cause, at any time. 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.

16.4. The Chair, subject to later approval by the Board, will fill any vacancy in the membership of any committee.

ARTICLE 17 – USE OF AUTHORIZED COMMUNICATIONS EQUIPMENT FOR NOTICES AND MEETINGS

The Association may use authorized communications equipment (“**Communication Equipment**”) to give notice for attending and participating in meetings; for any notice required by these regulations; for any notice required by Ohio Nonprofit Corporation Law; 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. The Communication Equipment must provide a transmission 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 18 – ACTION WITHOUT A MEETING

Any action that may be authorized or taken at a meeting of the Members, Board, Board of Advisors, Committees, Task Forces, Divisions or Districts, 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, participates. Such writing may be provided by a transmission using authorized communications equipment and is determined to be signed on the date any such transmission is sent.

ARTICLE 19 – CONFIDENTIAL INFORMATION

All statistics, financial, production, or other information deemed to be confidential, or any correspondence relating to the business of a Member that may be collected by the Association, shall be collected by the President, or under his/her supervision. All confidential information furnished to the President or to Association employees, shall not be disclosed to any Member, Director, officer, or any other person or entity, except in such manner as not to enable any recipient of the information to determine facts relating to a particular Member's business. No information concerning the business or correspondence of a Member shall be released to any government agency or employee, whether federal, state, or local, excepting upon advice of counsel, as well as approval of the Board, should counsel deem Board action advisable.

ARTICLE 20 – INDEMNIFICATION

20.1. 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/she is or was a Director, officer, Board Member, Board of Advisors member 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 entity, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise.

20.1.1. 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.

20.1.2. The indemnification provided shall include indemnification for action in official capacities and action in another capacity while the person is a Director, Board Member, Board of Advisors member, 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, Board Member, Board of Advisors member, 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.

20.2. The Association may, to the full extent then permitted by law, purchase and maintain insurance on behalf of any persons described in Section 20.1 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.

20.3. Any amount which may be paid by way of indemnity in accordance with the provisions of Section 20.1 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 21 – AMENDMENTS

21.1. Amendments to these Bylaws may be proposed by a majority of the Board or at any time by twenty-five (25) Members of the Board of Advisors of the Association in good standing. All such proposals shall set forth the text of the amendment and shall be filed with the Secretary.

21.2. These Bylaws shall be adopted, amended, repealed or altered in whole or in part by a majority vote of the Members present and those 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 U.S. mail, email, 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 18.

21.3. These Bylaws shall be reviewed at least every five (5) years by the Board or Project Committee/Task Force as may be appointed by the Chair with the concurrence of the Board.

ARTICLE – 22 DISSOLUTION

22.1. The Association may be dissolved by the affirmative vote of a majority of all the Members. Such vote shall be taken only at the Annual Meeting 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.

22.2. Upon the dissolution of the Association, the Board 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 shall determine.

ARTICLE 23 – OTHER ORGANIZATIONS

23.1. The President will vote for any Association owned securities of any other organization, as directed by a vote of the Board.

23.2. The Chair, 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.