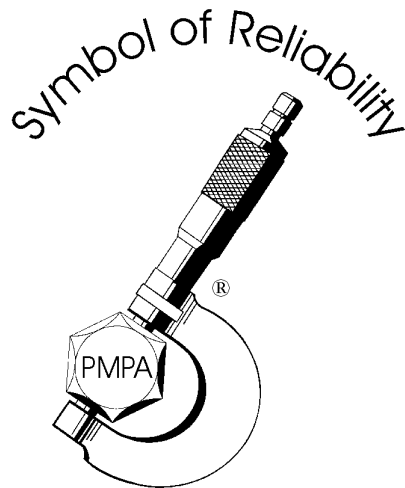


# *Code of Regulations of the*

## **PRECISION MACHINED PRODUCTS ASSOCIATION**

(Formerly National Screw Machine Products Association)

(An Ohio Corporation Not For Profit)



Effective January 1, 2009

**AMENDED AND RESTATED  
CODE OF REGULATIONS  
PRECISION MACHINED PRODUCTS ASSOCIATION**

**JANUARY 1, 2009**

**ARTICLE ONE  
ORGANIZATION**

**SECTION 1. Name** — The name of the organization shall be the Precision Machined Products Association.

**SECTION 2. Purpose** — The Association shall represent the interests of the precision machining industry in North America and of its members in foreign countries.

**SECTION 3. Governance** — The governing power, control and management of the affairs of the Association shall be vested in the Board of Directors, subject to the provisions of this Code of Regulations and in accordance with the laws of the State of Ohio.

**SECTION 4. Fiscal Year** — The Association's fiscal year shall be established and may be changed by the Board of Directors.

**ARTICLE TWO  
MEMBERS**

**SECTION 1. Active** — Except as otherwise provided in this section, any business entity that manufactures precision machined products for sale to or use by others is eligible to become an Active Member. A business entity that manufactures precision machined products exclusively for its own use, assembly, and incorporation into products that it markets is not eligible to become an Active Member.

**SECTION 2. Associate** — Any business entity that manufactures precision machined products exclusively for its own use, assembly, and incorporation into products that it markets is eligible to become an Associate Member.

**SECTION 3. Technical** — Any provider of goods or services to the precision machining industry is eligible to become a Technical Member.

**SECTION 4. Affiliate** — Any non-profit educational institution that provides training or other programs to the precision machining industry is eligible to become an Affiliate Member.

**SECTION 5. Rules of Admission** — The Board of Directors may establish rules of admission and status for each class of Members.

**SECTION 6. Dues** — Annual dues shall be levied in accordance with resolutions adopted by the Board of Directors from time to time. Additional fees or special assessments, if any, shall be levied when determined necessary by the Board of Directors.

**SECTION 7. Multiple Classification and Dues Limitation** — Active and Associate Members that also qualify as Technical Members may elect to maintain membership in each class and may participate fully in the affairs of the Association with the rights and privileges of each class. The dues schedule applicable to any Member satisfying the eligibility requirements of more than one (1) class of Members shall be the schedule resulting in the highest annual dues.

**SECTION 8. Resignation and Termination** — A Member may resign from the Association after at least twelve (12) consecutive months of membership by providing the Board of Directors with written notice of its decision to resign. The Board of Directors may terminate a Member's interest in, or suspend a Member from participating in, the Association for failure to pay dues or for other cause as determined by the Board of Directors. Termination or suspension of a member shall require a two-thirds (2/3) vote of all members of the Board of Directors. The right of a Member to vote, if any, and all other rights, privileges, and interests of a Member in or to the Association shall cease on the resignation, termination, or suspension of membership.

**SECTION 9. Voting and Quorum** — Active Members are the only Members entitled to vote in the corporate and business affairs of the Association. Each Active Member in good standing shall be entitled to one vote. A majority of the Active Members present in person or by proxy shall constitute a quorum for the transaction of business. Unless otherwise specified in this Code of Regulations, the affirmative vote of a majority of Active Members at a meeting at which a quorum is present shall be required to take action.

**SECTION 10. Certified Representative** — Each Member, regardless of classification, shall annually appoint and certify to the Board of Directors its representative who shall act and, where permitted by these Regulations, vote for the Member. Each Member may designate one alternate representative to perform the functions of the certified representative in case of the certified representative's absence, death, or incapacity. The certified representative and alternate representative, if any, shall have the authority and responsibility fully to represent the member in all Association matters.

**SECTION 11. Annual Meeting** — The Association shall hold an annual meeting ("Annual Meeting"). The Annual Meeting shall be held at such date, time, and place as approved by the Board of Directors.

**SECTION 12. Special Meetings** — Special meetings of any or all classes of Members ("Special Meeting") may be called at any time by the Executive Committee or Board of Directors. In addition, a Special Meeting of the Active Members entitled to vote may be called by the lesser of (a) ten percent (10%) of the Active Members entitled to vote or (b) 25 Active Members entitled to vote.

**SECTION 13. Notice** — Notice of any meeting of the Members shall be given to each Member eligible to attend at least five (5) days before the meeting. The notice must be in writing and state the date, time, place, and, in the case of a Special Meeting, purpose of the meeting. Notice may be given to a Member by electronic mail, facsimile, personal delivery, or regular mail using the addresses or facsimile numbers for the Member that appear in the Association's records. Notice of any meeting may be waived by any Member.

**SECTION 14. Voting** — Except as prohibited by law or these Regulations, the Members may vote by mail or by such other means or media as may be permitted by applicable law. A majority of the votes so received no later than fifteen (15) days after the date on which the matter was submitted to the Members shall constitute the act of the Members, provided, however that the Secretary has received the votes of a majority of the Members.

## **ARTICLE THREE DISTRICTS AND CHAPTERS**

**SECTION 1. Districts and Chapters** — The members of the Association shall be divided into districts and chapters established by the Board of Directors from time to time. Districts and chapters shall conduct their affairs pursuant to a uniform charter that is consistent with this Code of Regulations and has been approved by the Board of Directors. The terms of the uniform charter may not be amended without the prior approval of the Board of Directors.

**SECTION 2. Right to Representation on the Board** — Each district shall be represented on the Board of Directors by a Director elected pursuant to the procedures contained in Section 3 of Article Four.

## **ARTICLE FOUR BOARD OF DIRECTORS**

**SECTION 1. Composition** — The Board of Directors shall be composed of: (a) one (1) Director elected by each district; (b) not more than nine (9) Directors elected at large at least one (1) of whom shall be a past President of the Association (if available); (c) the officers of the Association; and (d) the Chair and two (2) Vice Chairs of the Technical Members. Directors elected by districts must be employed by Active Members. Directors elected at-large must be employed by Active or Technical Members. Each Director shall be the certified or alternate representative of his or her member company. The Executive Director shall attend meetings of the Board of Directors in an advisory capacity but shall not be eligible to vote or counted for quorum purposes.

**SECTION 2. Term of Office** — Directors shall serve for terms of three (3) years. Directors, other than those serving as Chair or Vice Chairs of the Technical Members, may serve up to two (2) consecutive terms, subject to election pursuant to the procedures set forth in Section 3 of this Article. No Director shall be eligible for re-election by either the district or at large for a period of two (2) years after the expiration of his or her permitted term or terms. A Director elected or appointed to fill the unexpired term of a Director elected by a district or at large shall be eligible for re-election from the district or at large to not more than one (1) full term following the expiration of his or her initial term. The Association's officers shall serve as members of the Board of Directors, with the full rights and privileges thereof until their successors have been elected and assume office.

**SECTION 3. Elections** — The Secretary shall keep a record of the terms of each Director. The Secretary shall notify the District when an election is to take place and shall advise the Board of Directors annually as to the number of Directors to be elected at large. As nearly as practicable one-third (1/3) of the Directors representing districts and one-third (1/3) of the Directors elected at large shall be elected annually according to the following procedures:

**(a) Directors Elected by a District** — Each district shall follow the procedures for the election of Directors contained in its uniform charter and shall report the name of the duly elected Director to the Secretary not less than twenty-five (25) days before the Annual Meeting of Members.

**(b) Directors Elected at Large** — Directors elected at large shall be nominated by a committee appointed by the Board of Directors not less than sixty (60) days before the Annual Meeting of the Members. The names of the nominees shall be announced in writing to the Active Members not less than twenty (20) days prior to the Annual Meeting. Active Members may make other nominations for Directors to be elected at large in writing, proposed and seconded in writing by not less than five (5) Active Members, and mailed to the Secretary not less than five (5) days prior to the Annual Meeting. Directors shall be elected at the first business session of the Annual Meeting of the Members. If there are more nominees than vacancies to be filled a closed ballot shall be taken.

**(c) Directors Elected by the Technical Members** — The Technical Members shall elect a Chairman and two Vice Chairmen at the Annual Meeting of the Association.

**SECTION 4. Vacancies** — Should a vacancy occur on the Board of Directors for any reason whatsoever, the unexpired term of that office shall be filled as follows:

**(a)** If the vacancy represents a Director elected by a district and the unexpired portion of the term is less than two (2) years, the Board of Directors may, at its discretion, fill this vacancy by appointing the certified representative of an Active Member from that district to serve as Director. If the unexpired portion of the term is two (2) or more years, the district shall hold an election as soon as possible to fill the vacancy.

**(b)** The Board of Directors, at their discretion, may fill all other vacancies.

**SECTION 5. Regular Meetings** — The Board of Directors shall hold not less than two meetings ("Regular Meetings") each year. The Regular Meetings shall be held at such date, time, and place as may be decided by the Executive Committee or Board of Directors.

**SECTION 6. Special Meetings** — The President or a majority of the Directors may call a special meeting of the Board of Directors (“Special Meetings”).

**SECTION 7. Notice** — Notice of any meeting of the Board of Directors shall be given to each Director at least five (5) days before the meeting. The notice must be in writing and state the date, time, place, and, in the case of a Special Meeting, purpose of the meeting. Notice may be given to a Director by electronic mail, facsimile, personal delivery, or regular mail using the addresses or facsimile numbers for the Directors that appear in the Association’s records. Notice of any meeting may be waived by any Director.

**SECTION 8. Voting and Quorum** — Each Director shall be entitled to one vote. A majority of the Directors shall constitute a quorum for the transaction of business. Unless otherwise specified in this Code of Regulations, the affirmative vote of a majority of the Directors at a meeting at which a quorum is present shall be required to take action. Any Director may vote in person or by proxy signed by the Director and delivered to the Secretary.

**SECTION 9. Action Without a Meeting** — Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting in a writing or writings signed by all of the Directors.

**SECTION 10. Executive Director** — The Board of Directors shall employ an Executive Director. The Executive Director shall have general supervision of the internal affairs of the Association, subject to the control and direction of the Board of Directors. The Executive Director shall attend all meetings of the Board of Directors in an advisory capacity, and shall assist the Board of Directors in establishing the long-term goals of the Association. The Executive Director shall have such other duties as may be assigned to him from time to time by the Board of Directors.

**SECTION 11. Secretary to the Board** — The Board of Directors shall appoint a Secretary. The Secretary shall carry out the duties required of that position by this Code of Regulations, shall keep such books and records as may be required by the Board of Directors, shall give notice of meetings of the Members and the Board of Directors, and shall perform such other duties as may be determined by the Board of Directors.

## **ARTICLE FIVE COMMITTEES**

**SECTION 1. Executive Committee** — The Board of Directors annually shall appoint an Executive Committee consisting of the officers of the Association, two certified representatives of Active Members selected from the current Board members, and the Executive Director. The immediate past President of the Association shall serve on the Executive Committee as an ex-officio, non-voting member. The President shall preside over all meetings of the Executive Committee. The Executive Committee shall act only in intervals between meetings of the Board of Directors and may, subject to review and oversight by the Board of Directors, exercise all of the authority of the Board of Directors, however conferred. Unless otherwise directed by the Board of Directors, the Executive Committee may act by a majority of its members at a meeting or by a writing or writings signed by all of its members. An act or authorization of an act by the Executive Committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Board of Directors.

**SECTION 2. Finance Committee** — The Board of Directors annually shall appoint a Finance Committee of at least eight (8) persons, of which the Association’s officers, the Pension Plan Committee Chair and the Executive Director shall be members. The Treasurer shall be the Chairman of the Finance Committee. Each member of the Finance Committee shall be the certified or alternate representative of an Active Member company. The Finance Committee shall oversee the Association’s financial affairs and its investments. Subject to the approval and authorization of the Board of Directors, the Committee may employ investment counsel to advise it in connection with investments and may employ other agents, consultants, and advisors to assist it in any aspect of its supervision of the financial

affairs of the Association. The Committee may delegate to professional investment managers its authority with respect to the investment of the funds of the Association to such extent, and within such guidelines, as it may from time to time determine. Unless otherwise directed by the Board of Directors, the Finance Committee may act by a majority of its members at a meeting or by a writing or writings signed by all of its members.

**SECTION 3. Nominating Committee** — The Board of Directors annually shall appoint a Nominating Committee of not less than three (3) nor more than five (5) certified or alternate representatives of member companies for the purpose of nominating at large Directors and a slate of officers.

**SECTION 4. Pension Plan Committee** — The Board of Directors annually shall appoint a Pension Plan Committee of three (3) representatives of member companies to serve as the Administrative Plan Committee of the Association Employees' Pension Plan, with the duties set forth in the Pension Plan, the Pension Plan Trust Agreement and as otherwise directed by the Board of Directors. Each member of the committee shall serve for a period of six (6) years or until his or her successor is appointed.

**SECTION 5. Designation of Other Committees** — The Board of Directors may appoint such other committees as it deems necessary or desirable. Members of such committees may include persons who are not Directors; provided, however, that the acts or authorizations of any committee including members who are not Directors may not be considered to be acts of the Board of Directors. The members of each committee shall serve at the pleasure of the Board of Directors.

**SECTION 6. Task Forces** — The Board of Directors may also appoint task forces made up of Directors and Members to review, study, and advise the Board on various matters. A task force shall not be permitted to act for the Board of Directors, and the acts of such task forces shall not be considered to be acts of the Board of Directors.

## **ARTICLE SIX OFFICERS**

**SECTION 1. Officers** — The officers of the Association shall be a President, First Vice President, Second Vice President and Treasurer, and such other officers as the Board of Directors may from time to time determine. No Director elected by a district or at large may concurrently serve as an officer. Only a certified representative or an alternate certified representative of an Active Member shall be eligible to serve as President, First Vice President, Second Vice President, or Treasurer.

**SECTION 2. Elections** — The officers shall be elected at a Regular Meeting of the Board of Directors. All officers shall be subject to removal at any time by the affirmative vote of two-thirds (2/3) of the Board of Directors then serving. Any vacancy in any office may be filled by the Board of Directors.

**SECTION 3. President** — The President shall preside at all meetings of the Association and the Board of Directors and shall have such other powers and perform such other duties as authorized by this Code of Regulations and as may be assigned from time to time by the Board of Directors or the Executive Committee. The President shall serve for a term of one (1) year and may serve for no more than two (2) consecutive terms.

**SECTION 4. First Vice President** — The First Vice President shall have such powers and perform such duties as may be assigned from time to time by the Board of Directors or the Executive Committee. The First Vice President shall preside at any meeting of the Association, Board of Directors or Executive Committee in the absence of the President. The First Vice President shall serve for a term of one (1) year and may serve for no more than two (2) consecutive terms.

**SECTION 5. Second Vice President** — The Second Vice President shall have such powers and perform such duties as may be assigned from time to time by the Board of Directors or the Executive Committee. The Second Vice President shall preside at any meeting of the Association, Board

of Directors or Executive Committee in the absence of the President and First Vice President. The Second Vice President shall serve for a term of one (1) year and may serve for no more than two (2) consecutive terms.

**SECTION 6. Treasurer** — The Treasurer shall cause to be kept accurate financial accounts and shall hold the same open for inspection and examination by the Directors, shall prepare or cause to be prepared a full report concerning the finances of the Association to be presented at the Annual Meeting of the Board of Directors, and shall perform such other duties as may be determined by the Board of Directors. The Treasurer shall serve for a term of one (1) year and may serve for no more than five (5) consecutive terms.

**SECTION 7. Other Officers** — Other officers, if any, elected by the Board of Directors shall have such authority and perform such duties as may be determined by the Board of Directors.

## **ARTICLE SEVEN DISSOLUTION AND DISTRIBUTION OF ASSETS**

The Association may be dissolved by the affirmative vote of a majority of the Active Members of the Association. Such vote shall be taken only at a 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 of the Members. Upon the dissolution of the Association, the Board of Directors shall, after paying or adequately providing for payment of all known obligations and determining the reasonableness of, and authorizing the payment of separate pay to the Association employees affected, 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 then applicable Internal Revenue Code, as from time to time amended, as the Board of Directors shall determine.

## **ARTICLE EIGHT INDEMNIFICATION**

**SECTION 1.** — Any person who shall be or who has been involved in or who shall be or who has been made a party to any claim, action, suit, or proceeding by reason of the fact that he, his testator or his intestate is or was a Director, Trustee, officer, or employee of the Association shall be indemnified by the Association against all costs and expenses, including attorneys' fees, reasonably incurred by or imposed upon him in connection with or arising out of such claim, action, suit or proceeding, or in connection with or arising out of any appeal therein (such expenses to include the cost of reasonable settlements made with a view to curtailment of costs and litigation), except in relation to matters as to which it shall be adjudged in such action, suit or proceedings that such Director, Trustee, officer, or employee is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be exclusive of any other right or rights to which such Director, Trustee, officer or employee may be entitled as a matter of law.

**SECTION 2.** — Any amount which may be paid by way of indemnity in accordance with the provisions of Section 1 of this Article proceeding shall be promptly announced to specify the person or persons paid, the amount or amounts of the payment or payments and the final disposition of the claim, action or proceeding.

## **ARTICLE NINE ENACTMENT AND AMENDMENTS**

This Code of Regulations may be amended, repealed, or altered in whole or in part by a majority vote of the Active Members present in person or by proxy at a meeting or by mail as provided for in Section 13 of Article Two.