

**BYLAWS  
OF THE  
NATIONAL ELECTRICAL  
MANUFACTURERS  
ASSOCIATION**

*July 2020*

As amended by the Board of Governors, July 9, 2020.



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**C O R P O R A T E B Y L A W S**  
**O F T H E**  
**N a t i o n a l E l e c t r i c a l M a n u f a c t u r e r s A s s o c i a t i o n**

**Article I**

**Introduction**

**Section 1 Objectives**

The objectives of the National Electrical Manufacturers Association (“the Association”) are to promote and further the interests of manufacturers of electrical products and the interests of the public in manufacturing, engineering, safety, transportation, and other problems of the electrical industry, and to this end, among other things:

1. To increase the amount and improve the quality of electrical service to the public;
2. To promote the standardization of electrical products;
3. To collect information relating to the industry and to disseminate such information to the members of the Association and to the public;
4. To appear for the members of the Association before, and to cooperate with, governmental departments and agencies in regard to matters affecting the industry;
5. To promote a spirit of cooperation among the members of the Association in the attainment of improved production enlarged distribution, and increased efficiency of the use of electrical products.

**Section 2 Definitions**

**Manufacture**

The word “manufacture” shall mean to engineer substantially, produce in whole or in part, or to effect some substantial physical or functional change in an electrical product, including any substantial processing and/or substantial assembling operation or writing software.

**Brand Label**

The phrase “brand label” shall be interpreted as affixing a seller’s trademark to an electrical product produced by another.

**Product Group**

The terms “Product Group” and “Product Groups” embrace Divisions, Sections, and Voting Classifications of the Association unless otherwise particularly noted. A Product Group is defined by a set of Electrical Products within the scope of the Product Group as approved by the Board of Governors.

### **Electrical Products**

The term “electrical products” includes electrical apparatus, appliances, and supplies and such kindred products as the Board of Governors may designate from time to time.

### **Kindred Products**

The term “kindred products” refers to products (including but not limited to software and information technology products) that do not by themselves generate, distribute, control, manage, or enclose electricity (such as components of an electrical product, or products separate from an electrical product), which operate or interface with electrical products or electrical systems that generate, distribute, control, manage, or enclose energy.

### **Pronouns**

Wherever the masculine pronoun appears, the feminine pronoun may also be substituted.

### **Fiscal Year**

The fiscal year of the Association and of each of its Product Groups shall be from January 1 to December 31, inclusive.

### **Fee Center**

The term “Fee Center” means one or more Product Groups of Association approved by the Board of Governors for purposes of allocating budgets and apportioning member fees. The Board of Governors shall designate the composition of the several Fee Centers.

### **Enterprise**

The term “enterprise” means a business organization, however, legally organized to conduct business.

### **Notice or Letter**

## **NEMA BYLAWS**

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The terms “notice” and “letter”, when required to be mailed or delivered in writing, includes any tangible means of expression including but not limited to digital or electronic notices or electronic mail.

## **Article II**

### **Membership**

#### **Section 1 Eligibility for Membership in the Association**

##### **Subsection A Classes of Membership**

There are two classes of membership: (1) enterprises actively engaged in the manufacture of an electrical product within the scope of one or more Product Groups as provided in this Article; (2) associate members not engaged in the manufacture of an electrical product as determined by the Board of Governors. Each class shall have such rights and privileges as established by these By-laws or by resolution of the Board of Governors.

##### **Subsection B Enterprises Actively Engaged in the Manufacture of an Electrical Product**

Paragraph 1—Enterprises actively engaged in the manufacture in the United States, Canada, or Mexico of any electrical product that is (1) developed and designed for sale and use in the United States, (2) commercially available and sold in the United States, and (3) within the product scope of one or more Product Groups of the Association shall be eligible for membership in the Association and shall be admitted to membership under such terms and conditions as may be prescribed in these bylaws.

Paragraph 2—Whenever the Board of Governors shall by motion declare that it is in the interest of the Association to admit to membership in the Association an enterprise actively engaged in the development for manufacture in the United States, Canada, or Mexico of any electrical product that is (1) intended to be commercially available and sold for use in the United States, and (2) within the product scope of one or more Product Groups of the Association, such enterprise shall be eligible for membership in the Association, notwithstanding the provisions of Paragraph 1 of this Subsection B, and shall be admitted to membership under such terms and conditions as may be prescribed in these bylaws. In considering whether it is in the interest of the Association to admit an enterprise to membership under this Paragraph, the Board of Governors shall consider the likelihood that the prospective member will meet the criteria for membership under Paragraph 1 within two years of its decision and shall further consider the mutuality of interests with the Association members who are actively engaged in the manufacture of electrical products within the product scope of one or more Product Groups. The Board of Governors may include in the terms of conditions of membership whether the applicant may affiliate with a Product Group, and that the enterprise meet the requirements of Paragraph 1 within a specified time period and that their membership be forfeited or reconsidered if they do not meet that condition.

Paragraph 3 --- Whenever the Board of Governors shall by motion declare that it is in the interest of NEMA to admit to membership in the Association a separate division of a particular enterprise, then such separate division shall be considered as an enterprise within the meaning of this Article II, subject to such Fees provisions as may be prescribed in these bylaws. In reaching

its decision, the Board shall consider, among other things, whether such separate division is, in effect, operated as an integrated unit engaged, as such unit, in the design, manufacture, and sale of electrical products within the product scope of one or more Product Groups of the Association.

Paragraph 4 --- Whenever the Board of Governors shall by motion declare that it is in the interest of the Association to admit to membership in the Association an enterprise that manufactures any electrical product within the product scope of one or more Product Groups of the Association, but is not eligible for membership under Subsection B of this Section because it is not actively engaged in the manufacture of an electrical product in the United States, Canada or Mexico, such enterprise may be admitted to membership by the Board of Governors under such conditions as the Board may, from time to time, determine, including but not limited to whether it may affiliate with a Product Group. In considering whether it is in the interest of the Association to admit such enterprise to membership, the Board of Governors shall consider the mutuality of interests that such enterprise shares with the NEMA members who are actively engaged in the manufacture of electrical products within the product scope of one or more Product Groups.

### **Subsection C Associate Members**

Enterprises that are not eligible for membership under Subsection B of this Section, because they are not actively engaged in the manufacture of an electrical product, as provided in this Article, may be admitted as associate members by the Board of Governors under such rules and regulations as the Board may, from time to time, determine. Associate members are eligible for affiliation with a Product Group if the Product Group has approved the participation of associate members in its activities and the terms of their participation. Associate members shall not have voting privileges, except as approved by a Product Group with which the associate member becomes affiliated and only with respect to the activities of that Product Group, and shall not appoint Voting Representatives unless affiliated with a Product Group, which has approved voting privileges for associate members.

### **Section 2 Application for Membership in the Association**

Application for membership in the Association shall be made in writing and signed by the applicant and shall state that it meets the criteria for membership eligibility set forth in this Article, and it shall identify every Product Group of the Association with which applicant claims eligibility for affiliation, and shall contain an acceptance of, and agreement to abide by, the Certificate of Incorporation and bylaws of the Association. The Association shall require of an applicant documentation demonstrating that it meets eligibility criteria.

### **Section 3 Determination of Eligibility and Approval of Application for Membership in the Association**

A list of all products within the product scope of the Association shall be furnished to the applicant, and the applicant shall identify to the Association all electrical products on the list that it manufactures for sale in the United States. After verification that the list of products submitted by the applicant is complete and that the products fall within the product scope of the Association, the Board of Governors shall approve the eligibility of the applicant for membership in the Association, under the provisions of Section 1 of Article II of these bylaws. Upon approval by the Board of Governors, the applicant shall become a member of the Association.

#### **Section 4 Affiliation with Product Groups or Voting Classifications**

##### **Subsection A Eligibility for Divisions, Sections, or Voting Classifications**

Each member shall be eligible for affiliation with any Product Group of the Association if it manufactures or brand labels for sale and use in the United States, an electrical product included within the product scope of the Product Group or under such other criteria as the Product Group shall adopt. Upon affiliation with a Section or Voting Classification, each member shall automatically become affiliated with the Division within which such Section or Voting Classification is included. A member who has been admitted to membership under Paragraph 2 of Section 1, Subsections A or C of this Article shall be entitled to affiliate with a Product Group if that is one of the conditions authorized by the Board of Governors. Subject to the approval of the Board of Governors, a Product Group may propose as a general rule applicable to the Product Group to deny eligibility for affiliation to members who only brand label an electrical product within the scope of that Product Group.

##### **Subsection B Redetermination of Eligibility**

###### *Paragraph 1—Termination of Affiliation*

The affiliation of a member with any Product Group shall terminate in the event and on the date that the Board of Governors shall find that the member has ceased to be eligible for such affiliation.

###### *Paragraph 2—Redetermination Procedure*

The Board of Governors may determine the eligibility for affiliation with a Product Group of any member at any time and shall determine such eligibility upon the written request of not less than two members of the Product Group.

###### *Paragraph 3—Withdrawal*

Any member may withdraw at any time from any Product Group upon filing with the Board of Governors and with the Board of Directors of the Division concerned a written notice of such withdrawal. The withdrawing member shall pay fees in accordance with Article VIII on all products manufactured by it which are within the product scope of the Association whether or not the member is affiliated with the Product Group within whose product scope the product falls.



## **Section 5 Retention of Membership**

Enterprises that, while members of the Association, cease to be eligible for membership pursuant to the provisions of Section 1 hereof, may, nevertheless, continue as members of the Association under such terms and conditions as may be prescribed in the bylaws.

## **Section 6 Rights and Privileges**

All members shall exercise and enjoy such rights as the Certificate of Incorporation and these bylaws may prescribe, except that members who manufacture electrical products solely outside the United States, Canada, or Mexico for sale outside the United States, Canada, or Mexico shall exercise and enjoy such rights as the Board of Governors of the Association may, by resolution, from time to time prescribe.

## **Section 7 Representatives of Members**

### **Subsection A General**

#### *Paragraph 1—Permissible Number*

Each member shall be represented (1) in the Association by one of its Representatives and (2) in each other Product Group with which it is affiliated by one or more Representatives. Where the member is a division or subsidiary of an enterprise not itself engaged actively in the manufacture, or not actively engaged in the development for manufacture, for sale in the United States, of products within the product scope of one or more Product Groups, such member shall be represented only by persons employed or contracted exclusively by the member.

#### *Paragraph 2—Appointment*

Representatives of a member shall be such of its officers or employees or non-employee consultants as it may designate. A member may change or withdraw its Representatives at will by giving written notice to the Association except that a member must, at all times, be represented by at least one Voting Representative in the Association and in each Product Group with which it is affiliated. All other designated Representatives are deemed Alternates. A person may not be a Representative of more than one member.

### **Subsection B Voting Representatives**

#### *Paragraph 1—In the Association*

Each member shall designate one of its representatives as its Voting Representative in the Association with power to vote upon all matters presented to the membership of the Association. In no case shall any member have more than one vote.

#### *Paragraph 2—In Product Groups*

Each member shall designate one or more of its Representatives as its Voting Representative in each Product Group with which it is affiliated, with power to vote upon all matters presented to the membership thereof.

Paragraph 3—*Alternates*

A Representative who is designated as an Alternate is eligible to vote for the member in the absence or disability of the Voting Representative.

## **Section 8 Termination of, and Reapplication for, Membership**

### **Subsection A Termination or Continuation without Product Group Affiliation**

The membership of any member shall immediately terminate in the event that at any time such member shall not be actively engaged in the manufacture, or in the development for manufacture, for sale in the United States, of an electrical product included within the product scope of any then existing Product Group of the Association; provided that, on written application to, and approval by a majority of the entire membership of the Board of Governors, membership in the Association may be continued without affiliation with any Product Group until such time as such member may again become eligible for affiliation with a Product Group, in which case it shall make application for such affiliation under the provisions of Subsection B of Section 4 of this Article, or until such time as such member may again become eligible for affiliation solely with a Division designated a Fee Center, in which case it shall make application for such affiliation to the Board of Directors of a Division designated a Fee Center in writing signed by the applicant showing its eligibility for such affiliation.

### **Subsection B Resignation**

Resignations of members shall be made in writing and shall be acted upon at the meeting of the Board of Governors next following receipt thereof by the Association. After the date on which a member requests that his resignation be effective, such member shall neither be allowed to vote nor be counted as eligible to vote on any matter presented to the Association, to any Product Group, or to any committee of either.

### **Subsection C Expulsion and Reinstatement**

Paragraph 1—*Expulsion*

Any member or Representative of a member may be expelled for any cause upon the vote of two-thirds of the entire Board of Governors after an opportunity to be heard before the Board shall have been granted such member or Representative. No accusing or accused member or Representative shall be entitled to vote on the question of any such expulsion.

Paragraph 2—*Reinstatement of Member*

Any former member whose membership has been terminated for any cause pursuant to this Section may be reinstated upon application made by it in accordance with the provisions of

Section 2 of this Article, upon the payment, or other settlement, satisfactory to the Board of Governors, of all Association charges unpaid by it at the time of termination of membership and upon approval by the vote of two-thirds of the entire Board of Governors.

*Paragraph 3—Reinstatement of Representative*

Any former Representative of a member, whose status as Representative has been terminated pursuant to this Section, may be reinstated upon application made by a member company by whom such Representative is employed, in accordance with Section 7 of this Article, upon approval by the vote of two-thirds of the entire Board of Governors and on such conditions as the Board of Governors may determine.

**Subsection D Effect of Resignation or Termination of Membership**

Any member resigning from the Association or whose membership therein is terminated in any other way within thirty days of the billing date for fees on account of any supplementary budget shall not be liable for such fees. Any member who ceases to be actively engaged in the manufacture or brand labeling, for sale in the United States, of products within the product scope of a particular Product Group and who notifies the President of such fact, in writing, within thirty days of the billing date for fees on account of any supplementary budget for such Product Group shall not be liable for such fees.

## **Article III**

### **Voting**

#### **Section 1 One Vote on All Questions**

Except as otherwise provided in Article II, Section 1, Subsection C, each member shall be entitled to one vote through its designated Voting Representative upon all matters presented to the membership of the Association or to the membership of any Product Group thereof with which such member is affiliated. Such vote shall be cast as provided in these bylaws.

#### **Section 2 Proxies and Alternates**

##### **Subsection A At Meetings of the Association**

At any meeting of the Association, the Voting Representative of any member may be represented by a proxy granted to another of the Representatives of such member, or to an authorized Voting Representative of some other member.

##### **Subsection B At Meetings of Product Groups**

At any meeting of a Product Group, the Voting Representative of any member may be represented by proxy granted to an authorized Voting Representative of some other member. If the designated Voting Representative of a member is neither present nor represented by proxy, any person who shall have been properly designated as a Representative of that member in the Product Group may vote for the member.

##### **Subsection C Proxies to be in Writing and Approved by Chairperson**

Any proxy granted hereunder shall be in writing and shall be subject to the approval of the Chairperson of the meeting.

#### **Section 3 Letter Ballots**

##### **Subsection A Proper Subjects and Standard Voting Period**

Paragraph 1 --- Except with respect to the determination of eligibility of a member of the Association, election of members of the Board of Governors (when not elected pursuant to Article IV, Section 1, Subsection D) and of officers of the Association, any vote of the Association, of the Board of Governors, or of any Product Group or Committee of a Product Group or the Board of Governors may be taken by letter ballot. Unless otherwise specifically provided in these bylaws, or unless otherwise provided in specific cases by the Board of Governors, the voting period shall be no shorter than ten (10) business days and no longer than forty-five (45) calendar days, unless particular circumstances require a shorter or longer period.

Paragraph 2 --- The Board of Governors and any committee or subcommittee thereof, or Product Group or any Committee or subcommittee thereof may establish by resolution a standard voting period for letter ballots between and including ten business days and forty-five calendar days and, by resolution duly adopted at a meeting, may establish a shorter or longer voting period if particular circumstances require. In the absence of such a resolution, the standard voting period for letter ballots shall be thirty (30) calendar days.

Paragraph 3 ---- The issuance of a letter ballot to all members of the Board of Governors and any committee or subcommittee thereof, or Product Group or any committee or subcommittee thereof satisfies the quorum requirement.

### **Subsection B Votes—How Recorded**

All letter ballots shall provide for recording the votes of members in the affirmative or negative. Letter ballots on matters other than standards and supplementary budgets require a simple majority of affirmative votes (of those eligible to vote) for passage. A member who shall expressly decline to vote shall be recorded as not voting on the specific question involved, except as otherwise provided in these bylaws. The recorded votes of a letter ballot shall be reported in writing to the Product Group or committee voting or announced at the next meeting of the Product Group or committee, except where disclosure of a vote reveals confidential information.

### **Subsection C No Change in Vote After Expiration**

No member may change its vote given by letter ballot after the expiration of the voting period or after the member has specifically waived the right to do so by statement on such letter ballot.

### **Subsection D Limit on Immediate Action**

In any case where authority to take any action is requested by letter ballot, such action may be taken immediately upon return of the number of ballots needed to authorize such action, if the letter ballot contained a notice of intention so to act and if each of the returned ballots so needed to authorize such action contains a waiver of the right to change the vote made thereby.

### **Subsection E Reconsideration**

The result reached on any letter ballot may be reopened at the request of not less than twenty per cent of the members of the side which prevailed on the ballot submitted, and at a time no later than the next succeeding meeting of the group authorizing the letter ballot.

## **Section 4 Required Vote at a Meeting**

Except as provided in these bylaws, or as may be otherwise provided by law or by the Certificate of Incorporation of the Association, the vote of a majority of the members of the Association or Board of Governors, Product Group, or committee present at any meeting, duly called, at which there is a quorum present shall be the act of the members or the Board of Governors, Product Group, or committee respectively. In the case of a letter ballot, except as provided in these bylaws, or as may be otherwise provided by law or by the Certificate of Incorporation of the Association or by resolution of the Board of Governors, the vote of a majority of the members, of the Board of Governors, Product Group, or a committee or subcommittee of any of them, shall be the act of the members, Board of Governors, Product Group or committee or subcommittee. A Product Group or committee may, by a vote of more than two-thirds of the members of the Product Group or committee, approve a voting requirement for a particular matter that is greater than a majority vote of the members present at a meeting or, in the case of a letter ballot, greater than a majority vote of the Product Group or Committee; provided that any such requirement is recorded with the Secretary of the Association.

## **Article IV**

### **Management**

#### **Section 1 Board of Governors**

##### **Subsection A Board of Governors; Board of Directors**

The management of the Association shall be vested in a Board of Directors, called a Board of Governors, to be composed of individuals who shall be Representatives of members. The membership of the Board shall be as provided in these bylaws.

##### **Subsection B Number and Qualifications**

###### *Paragraph 1—Number*

The Board of Governors of the Association shall consist of: (1) 30 individuals, who shall be Representatives of the members, elected in the manner and for the term stated below; and (2) the President of the Association shall be an ex-officio member.

###### *Paragraph 2—Rotation of Membership*

It shall be the duty of the Nominating Committee to make its choice that, in the event that its nominees are elected, the membership of the Board will not then include more than eight elected members who have continuously served for more than three terms. The first term of an elected member shall be counted regardless of its duration. A one-year interval between terms shall be considered to have broken continuity of service.

##### **Subsection C Nominations**

###### *Paragraph 1—Nominating Committee*

At least four months before each Annual Meeting of the Association, the Chairperson of the Board of Governors shall appoint a Nominating Committee to nominate individuals for membership on the Board of Governors to be elected at such meeting, and shall designate one of the members of the Nominating Committee as Chairperson. The Nominating Committee shall consist of at least three members of the Board of Governors.

###### *Paragraph 2—Recommendations by Sections*

At least sixty days before each Annual Meeting of the Association, any Section may recommend to the Nominating Committee the nomination of a Representative or Representatives in such Section who shall have agreed to serve on the Board of Governors, if elected. The Nominating Committee shall include in its nominations at least one-half of the names so recommended when they number six or less, and not less than three when such recommendations exceed six in number, except that the committee shall not be required to include more than one nomination from any one Section.

Paragraph 3—*Notice of Nominations*

At least thirty days before each Annual Meeting of the Association, the Nominating Committee shall cause to be communicated to each member of the Association a list of the nominees proposed by such Committee, each of whom shall have agreed to serve as a member of the Board of Governors, if elected.

Paragraph 4—*Additional Nominees*

At each Annual Meeting of the Association, additional Representatives may be nominated for membership on the Board of Governors by any Voting Representative in the Association. Any such nomination must be seconded by a Voting Representative of another member.

### **Subsection D Election and Term**

At each Annual Meeting of the Association there shall be elected by the Association (a) ten Governors to serve for a term of three years each, and (b) such number of Governors as may be necessary to fill all additional elective vacancies existing on the Board at the time of such Annual Meeting, each of whom shall serve for the remainder of the term of office of his predecessor. The nominees receiving the largest number of votes for the respective offices to be filled shall be elected. Newly elected Governors shall assume office immediately upon election.

### **Subsection E Vacancies**

Whenever a vacancy shall occur among the 30 elected members of the Board of Governors, the remaining Governors, though less than a quorum, may, by the affirmative vote of a majority of them, elect a Governor to fill such vacancy. Any Governor so elected shall serve for the unexpired term of his predecessor.

### **Subsection F Meetings and Quorums**

The Board of Governors shall hold at least three regular meetings each year. At least two weeks notice of the time and place of all regular meetings shall be sent to the members of the Board. Special meetings may be called at any time by the Chairperson of the Board of Governors or by any two Officers upon at least one day's notice. At each meeting of the Board of Governors, nine members shall constitute a quorum provided that in determining the presence of such quorum not more than one Representative of any member of the Association shall be counted.

## **Section 2 Committees**



The Board of Governors shall appoint such committees as it deems necessary. All such committees shall act under the direction of the Board and shall have, and exercise such duties and powers as may be delegated to such committees by the Board.

**Subsection A Appointment of Committees**

The Board of Governors shall appoint such committees of the Board as may be necessary, or convenient, for the proper conduct of the affairs of the Association. By resolution of the Board, the Board shall prescribe the scope of such committee, its authority to act on behalf of the Board or make recommendations to the Board, the number of members of the committee and the process by which they are appointed, and its term. A committee with an indefinite term shall be deemed a standing committee. The Board resolution may also designate a committee as a policy committee, which shall act in an advisory capacity in matters of Association policy to the Board of Governors. A policy committee may include advisory members who are not members of the Board who shall have such voting rights on the policy committee as prescribed by the Board. Each policy committee with members who are not members of the Board shall have an Executive Committee whose voting members shall consist solely of Board members, and may include ex-officio non-voting members who are not Board members to act in an advisory capacity.

**Subsection B Term of Office**

The members of committees of the Board shall hold office until the next Annual Meeting of the Association or until the appointment of their successors.

**Subsection C Appointment of Committee Chairperson and Members**

The Chairperson of each committee of the Board shall be designated by the Board from among the members thereof. Unless a resolution of the Board states otherwise, the members of a committee shall be appointed by the Chairperson of the Board of Governors with their consent. If a vacancy occurs on any Committee before the term, the Chairperson of the Board may appoint a replacement to the Committee with their consent.

**Subsection D Finality of Action of Committees**

For any matter for which the Board has expressly delegated its authority to a committee, the action of such committee of the Board within its defined scope shall be final, subject to an appeal by any interested member of the Association to the Board of Governors, or, in the first instance, to an such other intermediate appeals body as may be provided for elsewhere in these bylaws.

**Subsection E Quorum**

A majority of the members of a committee who are members of the Board of Governors shall constitute a quorum of the committee. The committee may add additional quorum requirements for non-Board members attending a meeting as approved by the Board.

**Subsection F Voting**

No member of a committee of the Board may vote by proxy. Where alternates have been appointed, an alternate may vote in the absence of the committee member for whom he has been designated as an alternate.

**Section 3 Officers**

**Subsection A Board Officers**

The Board of Governors shall elect from among its membership the following officers at its regular meeting immediately preceding the Annual Meeting of the Association: Chairperson of the Board, one or more Vice-Chairpersons of the Board, Treasurer, and, at the discretion of the Board of Governors, an Assistant Treasurer. These officers shall be elected by the Board of Governors for a term of one year commencing immediately upon the conclusion of the Annual Meeting of the Association immediately upon conclusion of the Annual Meeting of the Association held at the time of election. No person shall hold any of the foregoing offices for more than two full consecutive terms unless there shall have been a lapse of one year between the date of his retirement and his subsequent election, except that a Chairperson who has been elected to fill an unexpired term may be immediately elected for two successive full terms. Officers elected from the Board of Governors shall serve without compensation.

Paragraph 1 *Chairperson of the Board*

The Chairperson shall preside at all meetings of the Association and the Board of Governors and, subject to the direction of the Board of Governors, shall be the executive head of the Association.

Paragraph 2 *Vice Chairmen of the Board*

During any period of absence or temporary incapacity, the Chairperson shall designate one of the Vice Chairmen, who shall during such period perform the duties and have the powers of the Chairperson. In the event of the death or resignation of the Chairperson, or in any case where the Chairperson shall fail to make such designation, the Board of Governors shall designate one of the Vice Chairmen, who for the balance of the term, or during such period of absence or temporary incapacity, perform the duties and have the powers of the Chairperson.

Paragraph 3 *Treasurer*

The Treasurer shall have the custody of the funds and assets of the Association and shall keep for it proper books of account. At the close of each fiscal year his books shall be audited by a certified public accountant selected by the Board of Governors and a report of such audit shall be made to the Board of Governors, which shall make it available to each member of the Association upon request. The Treasurer, or his designee authorized by the Board of Governors, shall disburse the funds of the Association under the direction of the Board of Governors. He shall keep all funds in a bank, or banks, approved by the Board of Governors and, in the name of the Association, subject to withdrawal by checks signed in such manner as may, from time to time, be directed by the Board. He may invest the surplus funds of the Association in such manner as may be approved by the Board.

The Treasurer shall give a surety company bond for the faithful performance of his duties in such amount as may be required by the Board of Governors. The premium on such bond shall be paid by the Association.

Paragraph 4      *Assistant Treasurer*

The Assistant Treasurer shall perform some of the duties of the Treasurer as may be delegated to him by the Treasurer or by the Board of Governors.

**Subsection B      Staff Officers**

The Board of Governors shall appoint a President and Secretary who will serve at the discretion of the Board of Governors on such terms and for such time as the Board of Governors shall determine. In addition, the Board of Governors may establish such other officers and assistant officers as they from time to time decide. The President shall have the authority to appoint such other staff officers and assistant staff officers, on such terms and for such time as the President shall determine. Resignation of a staff officer will become effective immediately or on the date specified in any notice to the Board of Governors or the President, and a vacancy will be deemed to exist as of such effective date. Any vacancy occurring, whether by resignation, removal, death or otherwise, shall be filled by the President. In the event the President is unable to perform the duties of the office of President for any reason, the Board of Governors shall appoint an acting President until the President is able to resume his duties or his successor is chosen.

Paragraph 1      *President*

The President shall be an ex-officio member of the Board of Governors and attend meetings of the Board of Governors and the membership and make such reports on the operations, programs, and services of the Association as requested by the Board of Governors.

The President, subject to the control of the Board of Governors, shall supervise the affairs of the Association and shall be responsible for executing the policies established by the Board of Governors. The President will perform all duties prescribed by the Board of Governors or these By-laws, and those duties incident to such office. Subject to such policies and procedures as the Board shall determine, the President shall appoint and employ such other executive,

administrative, and technical staff, or other specialists, as are authorized by the Board of Governors.

*Paragraph 2 Vice-President*

The President may appoint one or more Vice-Presidents. The Vice President will perform such duties as may be prescribed from time to time by the Board of Governors or the President.

*Paragraph 3 Secretary*

The Secretary, or a designee under the direction of the Secretary, shall attend all meetings of the Board of Governors and all meetings of the members, and shall record all the proceedings of the meetings of the members and of the Board of Governors in a book to be kept for that purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law or as directed by the Board of Governors or the President, and shall perform such other duties as may be prescribed by the Board of Governors or by the President, under whose supervision the Secretary shall function. The Secretary shall have custody of the corporate seal of the Association, and the Secretary, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary or by the signature of such Assistant Secretary. The Board of Governors may give general authority to any other officer to affix the seal of the Association and to attest the affixing by such officer's signature. The Secretary or an Assistant Secretary may also attest all instruments signed on behalf of the Association by the Chairperson of the Board, the President, or any Vice President. The Secretary shall in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the Board of Governors, or, if authorized by the Board of Governors to do so, by the President.

#### **Section 4 Indemnification**

Every person who is or was a director, officer, employee, or agent of the Association or of any other enterprise which such person served at the request of the Association or any other person connected with the business of the Association whom the Board of Governors may designate, shall be indemnified by the Association against all liability and reasonable expenses incurred by such person in connection with or resulting from any action, suit, or proceeding in which such person may become involved as a party or otherwise (except for an action, suit, or proceeding by or in the right of the Association or such other enterprise) by reason of such person's being or having been a director, officer, employee, or agent of the Association or such other enterprise, or by reason of such person's connection with the business of the Association, provided: (a) that said action, suit, or proceeding shall defend successfully on the merits or otherwise; or (b) in the absence of such a final determination in such person's favor, that the Board of Governors shall determine that such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, that such person had no reasonable cause to believe his conduct was unlawful; said determinations to be made: (i) by the Board of Governors by a majority vote of a quorum consisting of Governors not parties to such action, suit, or proceeding;

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or (ii) if such quorum is not obtainable, or, even if obtainable and a quorum of disinterested Governors so directs, by independent legal counsel in a written opinion or (iii) by the members.

For the purposes of this Section: (a) “reasonable expenses” shall include, but not be limited to, reasonable counsel fees and disbursements; (b) “liability” shall include amounts of any judgment, fine, or penalty, and reasonable amounts paid in settlement; (c) “action, suit, or proceeding” (unless otherwise limited) shall include every claim, action, suit, or proceeding, whether civil or criminal, derivative or otherwise, administrative or investigative, and any appeal relating thereto, and shall include any reasonable apprehension or threat of such an action, suit, or proceeding; and (d) the termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the conduct of the person seeking indemnification did not meet the standard of conduct set forth in proviso (b) of the preceding paragraph.

In the case of any action, suit, or proceeding by or in the right of the Association: (a) no indemnification shall be made with respect to any claim, issue, or matter as to which the person seeking indemnification shall have been adjudged to be liable to the Association unless, and only to the extent that, the Delaware Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for reasonable expenses as the Court of Chancery or such other court shall deem proper; and (b) indemnification shall extend only to reasonable expenses and specifically shall not extend to any liability.

If a person meets the requirements of this bylaw with respect to some matters in a claim, suit or proceeding, but not with respect to others, he may be entitled to indemnification as to the former.

In the event that an officer or director is subject to a civil or criminal action, suit, or proceeding which, if determined favorably to such officer or director, would give rise to a right of indemnification hereunder, the Association shall make advances to such officer or director against reasonable expenses in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association; provided, however, that no such advances shall be required if the Board of Governors determines in good faith that such officer or director is unlikely ultimately to be entitled to indemnification.

The indemnification and advancement of expenses provided by this bylaw shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

This bylaw shall not be construed to authorize indemnification in any case or for any liability or reasonable expense where such indemnification would not be lawful. This bylaw shall be applicable to actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after the adoption hereof.

The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association or of any other enterprise which he served at the request of the Association, or on behalf of any person connected with the business of the Association, against all liability and reasonable expenses incurred by him in any such capacity, or arising out of his status as such, whether or not such person may have a right to be indemnified by the Association against such liability and reasonable expense under this bylaw.

## **Article V**

### **Product Groups**

#### **Section 1 General Rules Applicable to All Product Groups**

##### **Subsection A Formation, Combination, Division and Discontinuance**

The Association may be divided by the Board of Governors into such Product Groups as may be appropriate to carry out the objectives of the Association. The Board of Governors of the Association shall define the product scope of each Product Group and may authorize, combine, divide, or discontinue Product Group in its discretion. Product Groups may be combined, divided, or discontinued at the discretion of the Board of Governors.

##### **Subsection B Activities of Product Groups**

The activities of Product Groups shall be subject to such limitations and regulations as may be prescribed in these bylaws, by the Board of Governors, or by resolution adopted at any meeting of the Association.

##### **Subsection C Management of Product Groups**

###### *Paragraph 1 - General*

The management of each Product Group may be vested in a Product Group Board of Directors, or alternatively in the Officers of the Product Group in the absence of a Board of Directors. The Product Group Board of Directors or, alternatively, the members of each Product Group shall elect a Chairperson and, if desired, a Vice Chairperson, and such other officers as the Product Group may desire. The officers of a Product Group shall be elected in a manner prescribed by each Product Group. Such officers shall hold offices for one year or until their successors are elected. At each meeting of any Product Group Board of Directors, a majority of the members of the Board of Directors shall constitute a quorum.

###### *Paragraph 2 - Chairperson*

The Chairperson of each Product Group shall preside at all meetings of the Product Group and shall be its executive head. In addition to his other powers, the Chairperson, between meetings of the Product Group, may refer matters to committees of the Product Group for investigation and report and may order the reference of any matter to the Product Group by letter ballot. No Chairperson of a Product Group shall hold office for more than three full consecutive terms unless there shall have been a lapse of one year between the date of his retirement and his subsequent election, except that a Chairperson who shall have served three full consecutive terms may nevertheless continue in office if reelected by a Product Group upon the recorded vote of two-thirds of the members thereof and upon approval by the Board of Governors.

###### *Paragraph 3 - Vice Chairperson*

The Vice Chairperson of a Product Group, if any, shall exercise all of the powers of the Chairperson during the Chairperson's absence or incapacity.

*Paragraph 4 - No Compensation to Officers*

No officer elected by a Product Group in accordance with the provisions of this Subsection C shall receive any compensation.

### **Subsection D Meetings of Product Groups**

The membership of Product Groups shall meet from time to time in the manner and for the purposes prescribed by these bylaws. Meetings of any Product Group may be called at any time by the Chairperson thereof and shall be called by the Chairperson upon the written request of at least twenty-five per cent of the members of the Product Group or of ten members, whichever is smaller. A meeting of a Product Group may be called at any time by the President.

*Paragraph 1 Notice of Meetings*

The secretary of a Product Group shall mail a notice of the time, place, and purpose of any meeting of a Product Group to each member thereof at its last known address appearing on the books of the Association. In case of a regular meeting, such notice shall be mailed at least fifteen days before the meeting. In case of a special meeting, notice shall be mailed as far in advance of the meeting as possible, but if such notice is not mailed at least five days before the meeting, any action taken at such meeting shall be subject to confirmation at the next regular meeting of the Product Group, or by majority vote on a letter ballot.

*Paragraph 2 Quorum*

Twenty-five per cent of the members of any Product Group shall constitute a quorum at any meeting thereof, but a lesser number may adjourn without notice other than announcement at the meeting. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

### **Subsection E Adoption of Budgets**

Any one or more Product Groups that are designated a Fee Center shall adopt a proposed annual budget or may adopt a supplementary budget for any proper purpose by (a) (1) the affirmative majority vote of the members of such Fee Center whose current general Association fees, as adjusted for new members and resignations as of the date of such vote, constitute at least 80 percent of such fees paid by members with respect to sales of products within the scope of such Fee Center or (2) the affirmative two-thirds vote of the members of such Fee Center whose current general Association fees, as adjusted for new members and resignations as of the date of such vote, constitute at least two-thirds of such fees paid by members with respect to sales of products within the scope of such Fee Center; and (b) filing such proposed budget with the Board of Governors together with a statement of the activity to be carried on thereunder in advance of the time for adoption of the Association's budget at its Annual Meeting .



Voting on supplementary budgets shall be conducted by letter ballot. Voting on annual budgets shall be conducted at (a) a meeting attended by all of the members of the Fee Center for which written notice has been given as provided for in these by-laws setting forth that the Fee Center will be asked to approve an annual budget at the meeting, or (b) in the manner provided for voting on supplementary budgets. For purposes of this Subsection E only, a member's failure to vote affirmatively or negatively on a budget proposal submitted to the Fee Center shall be deemed to be an affirmative vote in favor of the budget proposal, provided that a clear and conspicuous written notice has been sent to the member setting for the deadline for submitting a vote and specifying that the failure to vote shall be deemed to be an affirmative vote in favor of the Fee Center's budget proposal. When voting is undertaken by letter ballot, the vote shall be completed when (1) the requirements for approval set forth in this Subsection E are satisfied or (2) one-third of all members of the Fee Center paying one-third of such adjusted current general Association fees shall have voted in the negative within sixty days, or such shorter period as the Fee Center shall declare the expiration of the voting period, whichever is earlier. Subject to the approval of Product Group activities required under this Article V, Section 1, Subsection E of these bylaws, the amounts shall be expended as directed by the Fee Center.

**Subsection F Limitation and Control of Activities and Appeal**

*Paragraph 1 - Limitation of Activities*

The activities of Product Groups shall be subject to such limitations and regulations as may be prescribed in these bylaws and by resolution adopted at any meeting of the Association or of the Board of Governors.

*Paragraph 2 - Filing of Minutes, Publications, and Reports*

Each Product Group shall furnish to the President of the Association the following: (a) the names of the members of each committee of the Product Group, promptly after appointment; (b) complete copies of minutes of each meeting, within two weeks after holding of such meeting; (c) a complete draft of each publication or communication proposed to be issued for general distribution by the Product Group or any committee thereof, prior to its issuance; and (d) complete reports of all the activities of the Product Group.

*Paragraph 3 - Review by Counsel*

All actions by Product Groups and committees thereof are subject to review by Counsel for the Association, and no action shall be taken if disapproved by such Counsel.

*Paragraph 4 - Disapproval by the Board of Governors*

The Board of Governors, by a two-thirds vote of all its members, may declare any action taken by a Product Group or by its officers or committees null and void.

*Paragraph 5 - Appeal*

Any interested member of a Product Group or any non-member of the Association shall have the right to appeal to the Board of Governors, any action taken or proposed to be taken by a Product Group or committee thereof. In addition, any action taken or proposed to be taken by any Product Group may be appealed to the Board of Governors, or, as may be provided for

elsewhere in these bylaws, by any Product Group or by any other interested Division. Notice of the time and place at which the appeal will be considered and an opportunity to be heard thereon shall be given to all members of the Product Groups, Committees, or non- members concerned.

*Paragraph 6 - Right to Appeal Supplementary Budget*

Any member or members of the Product Group not in the affirmative on any vote affecting a supplementary budget may appeal to the Board of Governors on such question, provided notice of intention to appeal is filed with the President within fifteen days after the notice of the two-thirds vote has been mailed to the members of the Product Group. The determination of the Board of Governors shall be final.

## **Section 2 Sections**

### **Subsection A Membership**

The Association shall be divided into Sections, each of which shall be composed of only those members who are actively engaged in the manufacture, or who are actively engaged in brand labeling (except as provided in Article II, Section 4, Subsection B) of an electrical product that is (1) developed and designed for sale and use in the United States, (2) sold in the United States, and (3) within the product scope of the Section. Members admitted to membership under Article II, Section 1, Subsection B, Paragraph 2, or Paragraph 3 may affiliate with a Section if that is one of the conditions authorized by the Board of Governors.

### **Subsection B Sections as Fee Centers Unless Otherwise Provided**

A Section shall be deemed a Fee Center unless it has been aggregated with other Sections or subdivided to form an alternate Fee Center.

### **Subsection C Committees of Sections**

*Paragraph 1 - Organization*

Each Section may appoint such committees, including a Technical Committee, as it may deem necessary to carry on the work of the Section. The Section shall, by resolution, define the scope and authority of its committees. The committees may be standing committees with an indefinite term or special committees, working groups, and task forces for a definite term or project.

*Paragraph 2 – Membership of Committees.*

Any Section may delegate to its Chairperson the authority to appoint all of its committees, except its Technical Committee, and to fill each vacancy that occurs in any such committee. In the absence of such delegation, the members of the committee shall be approved by resolution of the Section. The members of all committees must be officers or employees of members or, in special circumstances, persons designated by members of the Section.

Paragraph 3 – *Officers of Committees.*

The chairperson of the Section shall appoint a chairperson for each committee. No committee chairperson shall hold office for more than three full one-year terms unless there shall have been a lapse of one year between the date of his retirement and his subsequent appointments; provided, however, that this limitation shall not apply to the Chairperson of any committee of a Section if his reappointment is confirmed by a two-thirds recorded vote of all the members of the Product Group.

Paragraph 4 - *Voting*

Each member of a committee established under this Subsection shall have one vote. No member of such committee may vote by proxy. Where alternates have been appointed, an alternate may vote in the absence of the committee member for whom he has been designated as an alternate.

Paragraph 5 – *Quorum*

A majority of the members of a committee of a Section shall constitute a quorum unless otherwise provided by the Section and such provision has been approved by the Board of Governors.

**Subsection D Voting Classifications of Sections**

Paragraph 1 - *Formation, Scope, and Activities*

Subparagraph 1—*Approval of Formation and Scope*

A Section shall constitute a Voting Classification unless otherwise organized pursuant to this Subsection. By majority vote of all members of a Section and with the authorization of the Board of Governors, the members of any Section, the product scope of which embraces diversified products, may from time to time be divided for purposes of voting on any one or more activities within the scope of the Section, into two or more Voting Classifications, so as to permit limiting the vote to those members of the Section which have a direct interest. A Voting Classification may also constitute a Fee Center. The product scope or product scopes of any such Voting Classifications shall be such as the Board of Governors may approve.

Subparagraph 2—*Organization and Activities*

The members of a Voting Classification may elect officers and form committees in the same manner as the Section of which they are a part. No Voting Classification shall take any action in conflict with a program or policy adopted by the Section of which they are a part, subject however, to the Voting Classification's right to appeal the adoption of any such program or policy to the Board of Governors.

Paragraph 2 - *Loss of Eligibility*

The right of any member to vote in any Voting Classification shall terminate in the event that, at any time, it shall not be engaged in the manufacture, brand labeling, or development for manufacture, for sale in the United States, of at least one class of electrical products within the product scope of such Voting Classification. Such member shall immediately notify the President of the Association and such member's affiliation with the Voting Classification shall terminate on the date that the President of the Association shall find that the member has ceased to be eligible for affiliation.

### Paragraph 3 - *Voting*

#### Subparagraph 1—*Which Classifications Shall Vote*

The Chairperson of the Section shall determine which Voting Classification shall vote upon any matter. Any member may appeal to the Section from such determination.

#### Subparagraph 2—*Requirements for Favorable Vote*

Except where a larger vote is required on particular matters by these bylaws, any matter submitted to a Voting Classification for action shall require, for its approval, the affirmative vote of a majority of the members eligible to vote in such Voting Classification.

### Paragraph 4 - *Reports to Section*

A report of all action taken by a Voting Classification shall be distributed to all members of the Section of which the Voting Classification is a part. Copies of letter ballots sent to members qualified to vote in any Voting Classification shall also be sent to all members of the Section of which the Voting Classification is a part, but members of the Section not eligible to vote in the Voting Classification shall receive such copies as a matter of information only. The results of a letter ballot shall be reported at the next Section meeting following completion of such letter ballot, and shall be recorded in the minutes of such meeting.

## **Section 3 Divisions**

### **Subsection A Organization, Membership and Scope**

Divisions may be organized to reflect such synergies and common interests among a group of Sections or members in order to supplement and/or coordinate the activities of the Sections or members.

Each Division shall be composed only of those members who manufacture for sale in the United States a product within the scope of the Division. The product scope of a Division may include such Electrical Products that are not part of any Section. The Board of Governors of the Association shall define the scope of each Division and may authorize, combine, divide, or discontinue Divisions in its discretion.

### **Subsection B Committees of Divisions**

The Board of Directors or Officers of each Division may appoint the members of, and define the scope of, such standing and special committees as it may deem necessary or convenient for the proper conduct of the affairs of the Division. In all other respects, Committees of Divisions shall be governed in the manner provided in Subsection C, Section 2 of this Article V.

### **Subsection C Division Program and Budget**

#### *Paragraph 1—Division Fee Center*

Any Division Board of Directors, upon two-thirds vote of all the members of the Division and with the approval of the Board of Governors, may elect to have its Division designated a Fee Center.

#### *Paragraph 2—Division not a Fee Center*

A Division that has not been designated a Fee Center may adopt a Division program of projects, activities and services for the ensuing fiscal year, and it shall adopt a corresponding budget of expenses and fees in the manner provided for special contributions in Article VIII, Section 4, to be apportioned among the members of the Division in the manner provided therein, or, with the unanimous consent of the Sections within the Division, apportioned among the Sections according to the relative sales of the Sections' products.

#### *Paragraph 3—Limitation on Division Commitments*

In no event shall a Division obligate itself in excess of the total amount of the approved Division budget. This paragraph, however, shall in no way prohibit the Division Board of Directors from utilizing the procedure for Supplementary Budgets provided for in Section 1, Subsection E of this Article V or Special Contributions provided for in Article VIII, Section 4.

## Article VI

### Meetings of the Association

#### Section 1 Annual Meetings

The Annual Meeting of the Association shall be held during the fourth quarter of the year, at such time and place as may be fixed by the Board of Governors, and other meetings of the Association shall be called and held as provided in the bylaws. The term “Annual Meeting of the Association,” when used in these bylaws, refers to that meeting of the membership at which the general business of the Association is conducted, including but not limited to the adoption of a budget and program of projects, activities, and services for the ensuing fiscal year.

#### Section 2 Substitute for Annual Meeting

Whenever the Board of Governors, by a majority vote of all of its members, at either a meeting or by letter ballot, shall declare that for any cause it is not in the interest of the Association to hold the Annual Meeting, then no such meeting shall be required to be held under the Certificate of Incorporation and these bylaws, and the Board of Governors shall fix a date in the fourth quarter of the year by which date the members of the Association shall vote by letter ballot on any matters which may be acted upon by the members at the Annual Meeting. The voting period for this letter ballot shall be fourteen days ending on the date fixed as above for voting by letter ballot and such date shall be deemed to be the date of the Annual Meeting within the meaning of the Certificate of Incorporation and these bylaws.

#### Section 3 Other Meetings

Other meetings of the Association may be called at any time by the Chairperson of the Board of Governors and shall be called by the Chairperson of the Board of Governors upon the written request of at least ten members of the Board of Governors.

#### Section 4 Notice of Meeting

Notice of the time and place of, and business to be conducted at, each meeting of the Association, shall be mailed by the President to each member of the Association at its last known address appearing on the books of the Association. The notice of the Annual Meeting shall be mailed at least thirty days prior to the meeting. The time of notice of other meetings may be set, from time to time, by the Board of Governors.

#### Section 5 Quorum

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Ten per centum of the membership shall constitute a quorum at all meetings of the Association but a lesser number may adjourn without notice other than announcement at the meeting.

## **Article VII**

### **Operations**

#### **Section 1 Adoption of the Program**

At each Annual Meeting of the Association, the Board of Governors shall submit a proposed program of projects, activities, and services of the Association for the ensuing fiscal year, together with a budget for the proposed program of projects, activities and services, and the members of the Association shall adopt such a program of projects, activities, and services for the ensuing fiscal year, as it may determine.

#### **Section 2 Revision of Program**

At any other meeting of the Association, the Board of Governors may submit proposed additions to or alterations of, the program so adopted by the Association, and the members of the Association may adopt or reject such proposed additions.

#### **Section 3 General Association Budget**

##### **Subsection A Adoption of Budget**

A budget of expenses for general Association purposes for the ensuing fiscal year, which may include an allowance for contingencies, shall be adopted at each Annual Meeting of the Association.

##### **Subsection B Additions to the Budget**

At any other meeting of the Association, the Board of Governors may submit proposed additions to the budget of expenses for general Association purposes and the members of the Association may adopt or reject any such proposed additions.

#### **Section 4 Appropriations from Surplus**

In the event that it becomes necessary to expend funds, for any purpose, in excess of the total amount of the approved budget for general Association purposes, the Board of Governors, at any meeting by the unanimous vote of all members present, may appropriate the necessary additional funds from any surplus of the Association. Notice of any action taken by the Board of Governors under the provisions of this Section 4 shall be mailed to those members of the Board absent from such meeting. If any member of the Board objects in writing to such action within two weeks from the date such notice is mailed, the entire question must be resubmitted to the



next meeting of the Board of Governors and to become effective shall require the unanimous vote of all members present at such meeting.

### **Section 5 Limitation on Commitments**

In no event shall the Board of Governors or the officers of the Association obligate the Association, in any fiscal year, in excess of the total amount of the approved budget for general Association purposes, plus the surplus funds of the Association.

### **Section 6 Staff Service to Product Groups**

The President shall assign one or more members of the Association staff as secretary to each Product Group. The secretary shall be responsible for keeping minutes of meetings, attend to correspondence, and have such other duties on its behalf as may be prescribed in the Certificate of Incorporation and these bylaws or by the Board of Governors or by the President.

### **Section 7 Counsel to the Association**

The Board of Governors shall retain Counsel for the Association upon such terms and conditions as it shall deem advisable.

### **Section 8 Copyright, Ownership in Publications Prepared in the Course of the Association Projects, Activities and Programs**

The Association owns and maintains the rights in any Association standard, guideline, draft standard or guideline, and any other publication prepared by and through a Product Group of the Association, as well as to all other Association publications and related property, in all forms (whether in print, audiotapes, videotapes, software, CD ROM, internet web site or any other medium). The Association has the exclusive right to copyright any of its print, electronic products, databases, audio/visual products, and any other subject matter covered by the Copyright Act, Title 17, United States Code. By participating in any committee or group activity or program of an Association Product Group which prepares, edits, revises or publishes any Association standard, guideline, draft standard or guideline, and any other publication, each member of the Association and the individual participants and committee members acknowledge and agree that the copyright to such publication resides in the Association.

### **Section 9 Contact with Outside Bodies**

#### **Subsection A Approval of New Contacts**

New contacts or negotiations on new matters with outside bodies may be made only with the approval of the President and Counsel. The President is authorized to direct NEMA staff to make such contacts or negotiations with outside bodies and to make such presentations as he or she believes is in the best interest of the Association.

### **Subsection B Scope of Outside Contacts**

When new contacts or negotiations on new matters with outside bodies are authorized, the scope of the activity of the Association representatives shall be clearly defined. No activities beyond such authorized scope shall be undertaken by the Association representatives.

### **Subsection C General Policy**

In contacts with outside bodies, the policy of the Association shall be, in general, to request the appointment either of Joint Committees composed of representatives of the Association and of the outside body directly concerned or of accredited representatives of the Association to serve on such outside body.

### **Subsection D Reports**

Copies of the minutes of all meetings, of drafts of all proposed publications, and of all official communications to or from outside representatives shall be filed with the President or the Operations Department.

## **Section 10 Appeals**

Whenever any person or entity appeals a decision of any Product Group, Council, or committee of the Association or the Association's Board of Governors, the procedures set forth in this section shall be followed:

### **Subsection A Appeals Process**

#### *Paragraph 1 Initiating an Appeal*

An appeal may be filed by and on behalf of one or more persons, enterprises, organizations, or Product Groups from a decision of any Product Group, Council, or committee of the Association, or committee of the Board of Governors. To initiate an appeal, a written Notice of Appeal shall be filed with the Secretary of the Association within forty (40) days following the decision appealed from. The Notice of Appeal shall contain the following information: (a) the name and address of the party(ies) filing the appeal and the principal contact for the appellant who will represent the appellant during the appeal, (b) the identity of the product group or committee whose decision is appealed (the appellee), (c) the date of the Product Group's or committee's decision, (d) the identity of the entity within the Association to whom the appeal is made, and (e) a statement of the decision which is appealed and a brief statement of the reasons why that decision(s) should be overturned.

#### *Paragraph 2 Notification of Appeal to Interested Parties*

Upon receipt of a Notice of Appeal meeting the requirements of the preceding paragraph, and no later than one week after receipt of the notice of appeal, the Secretary of the Association

shall promptly notify (i) the President of the Association, (ii) the Chairperson of the appellee, (iii) the Chairperson of the entity within the Association to whom the appeal is taken that a Notice of Appeal has been filed, and (iv) any other persons, entities or Product Group(s)(including their members) or non-members who are known to be interested in the outcome of the appeal. The Chairperson of the appellee shall identify to the Secretary a principal contact for the appellee who will represent the appellee during the appeal.

*Paragraph 3 Identification of Appeals Panel*

The President, in consultation with the chairperson of the Board of Governors, will identify the appropriate committee of the Board of Governors or other entity within the Association from which to establish an appeals panel to hear the appeal in the first instance, and the Secretary will inform the appellant and appellee of the entity that will hear the appeal.

*Paragraph 4 Appellant's Full Statement of Reasons for Appeal*

Within twenty-one days of filing a Notice of Appeal with the Secretary, the appellant shall file a Statement of Reasons why the decision of the Appellee should be overturned. The appellant may request from the Secretary a one-time enlargement of the time, not to exceed fourteen days, to file its Statement of Reasons in accordance with this paragraph. The Secretary shall promptly provide a copy of the Statement of Reasons to the Appellee.

A decision of a Product Group (or its committee) or committee of the Association may be appealed only on the grounds that (i) the decision was obtained by corruption or fraud, (ii) the Product Group or committee of the Association improperly refused to receive and consider relevant and material information from an interested member of the Association or the public, (iii) that a procedure or policy of the Association as set forth in its Certificate of Incorporation, by-laws, or the written policies and procedures or resolutions adopted by the Board of Governors were not followed, or (iv) that the decision is a violation of applicable law.

A decision of an appeals panel hearing the appeal in the first instance may be appealed to the Board of Governors only on the grounds that (i) the decision was obtained by corruption or fraud, (ii) there was evident partiality or corruption by the members of the appeals panel or any of them, (iii) the panel was guilty of misconduct in refusing to receive and consider relevant and material information from an interested member of the Association or the public, or (iv) that a member of the panel should have been disqualified on the ground that (s)he was clearly not a disinterested person.

*Paragraph 5 Appellee's Response to Statement of Reasons for Appeal*

Within twenty-one days of the Appellant filing of a Statement of Reasons with the Secretary, the Appellee shall file its response to the Statement of Reasons and explaining why the decision from which the appeal is made should be upheld. The appellee may request from the Secretary a one-time enlargement of the time, not to exceed fourteen days, to file its Statement of Reasons in accordance with this paragraph. The Secretary shall promptly provide a copy of the Appellee's Response to the Appellant. There shall be no right to file a written reply to the Appellee's response.

Paragraph 6 *Hearing*

The chairperson of the entity within the Association to whom the appeal is taken shall designate a time, date and place for the hearing of the appeal as soon as is reasonably practical, no later than thirty (30) days following the receipt of the Appellee's response, before an appeals panel established in accordance with Subsection B. For good cause shown, including but not limited to the availability of the panel members and the representatives of the appellant and appellee, the time period for the hearing may be enlarged by thirty (30) days. With the permission of the presiding officer of the appeals panel, other persons or entities including non-members may submit a written statement, no longer than three pages, of their interest in the appeal and a statement of whether they believe the decision on appeal should be affirmed or overturned. The chairperson of the entity within the Association to whom the appeal is taken shall have discretion to set limits on the number of persons who may make statements at the hearing. The Secretary shall promptly notify the appellant, appellee, and other interested persons of the chairperson's designations and hearing rules. Within three days following the setting of the time, date and place for the hearing, the appellant and the appellee shall identify to the Secretary the person(s) who will make statements at the hearing on their behalf. The appellant and the appellee shall each have thirty minutes (including rebuttal time) to present their respective case to the appeals panel.

Paragraph 7 *Decision of Appeal shall be in writing.*

An appeals panel shall make its decision no later than ten (10) business days following the hearing, unless good cause is shown for an extension. The decision of an appeals panel shall be in writing and state the reasons for its decision.

**Subsection B Appeals Panels**

Paragraph 1 – *Members of an Appeals Panel.*

An appeal shall be heard and decided by a panel consisting of representatives of disinterested members. For purposes of this subsection, a "disinterested member" is a member who is (i) not affiliated with a Product Group(s) that is either an appellant or appellee, (ii) constitutes an entity that is neither an appellant or appellee, (iii) not a member of a committee that is either an appellant or appellee, (iv) does not have a material financial or competitive interest in the outcome of the appeal, and/or (v) does not have any other relationships with either the appellant or the appellee that the panel member believes would impair his or her ability to make a fair and impartial decision on the appeal. The Chairperson of the entity within the Association to whom the appeal is taken shall designate the members and presiding officer of the appeals panel conforming to these requirements. The Secretary shall communicate to the Appellant and Appellee the identity of the appeals panel members. The appellant and appellee shall notify the Secretary within one week whether they have any objections to the members of the appeals panel on the ground that the panel member is not a disinterested member.

Paragraph 2 *Appeals to a Committee of the Association or the Board of Governors*

The Chairperson of the committee of the Association or the Board of Governors to whom an appeal is taken shall designate an odd number of members of the committee, no less than three and no greater than seven to constitute an appeals panel of the committee. The decision of

the appeals panel of the committee shall be the final decision of the committee, which may be appealed to the Board of Governors no later than 21 days from the date of the committee's decision.

**Paragraph 3** *Appeals to the Board of Governors*

In the event of an appeal to the Board of Governors from a decision of an appeals panel, the Chairperson of the Board of Governors shall designate three members of the Board of Governors to constitute an appeals panel of the Board of Governors. The decision of the appeals panel of the Board of Governors shall be final and constitute the action of the Board of Governors.

**Paragraph 4** *Insufficient Disinterested Members Available for Appeals Panel*

If the Chairperson of the Board of Governors or the Chairman of the committee to whom an appeal is taken is not able designate a sufficient number of disinterested members of the Board of Governors or the committee to an appeals panel, the Chairperson of the Board of Governors shall designate a disinterested member from outside the Board of Governors or the committee to meet the requirements of this subsection.

**Subsection C Other Regulations Governing Appeals**

The Board of Governors shall have the authority to set other policies and procedures governing appeals by resolution at a meeting at which a quorum is present, including any limitations on the scope of an appeal, the designation of a committee to hear and decide an appeal on a particular matter, and such other matters that the Board of Governors in its discretion deems advisable.

**Subsection D Emergency Appeals**

In the event of a decision that requires an immediate appeal due to external time constraints on the Association's action with no recourse for an extension of time to accommodate the normal time an appeal would take, an emergency appeal may be lodged with the President for decision. Subsections A and B of this Section shall not apply to emergency appeals. All reasonable efforts will be made to convene an appeals panel in a timely manner. The appeal shall be heard by the President and two disinterested members of the Board of Governors and shall be final. The authority of an emergency appeals panel shall be limited to affirming the decision appealed from or directing that the Association abstain from action, and its decision shall be based on clear and convincing evidence that the action is not in the best interest of NEMA.

**Section 11 COMMITTEES, COUNCILS AND OTHER ASSOCIATION COLLABORATIONS**

**Subsection A Establishment**

With the approval of the Board of Governors, the Association may establish such committees, councils or other collaborative activities outside of a particular Product Group,

which are consistent with the objectives of the Association, including the participation of members and/or non-members on such terms as the Board of Governors shall approve. A proposal to create a committee, council or other collaborative activity must be accompanied by a budget approved by the participating members and non-members, including a description of the means to allocate the fees to be paid among the members and non-members, and shall be further accompanied by such voting requirements, quorum requirements, and classification of participants as the council or other collaborative arrangement may establish.

**Subsection B Staff Service to the Committee, Council or Other Collaborative Activity**

The President shall assign a member of the Association staff as secretary to each committee, council or other collaborative activity. The secretary shall be responsible for keeping minutes of meetings, attend to correspondence, and have such other duties on its behalf as may be prescribed in the Certificate of Incorporation and these bylaws or by the Board of Governors or by the President.

**Subsection C. Application of NEMA Policies**

Sections 8 – 10 of this Article VII shall apply to the activities of the committee, council or other collaborative activity, and all legal compliance policies of the Association applicable to Product Groups shall apply to the activities of the council or other collaborative activity.

**Subsection D. Oversight of Committees, Councils or Other Collaborative Activity**

Each committee, council or other collaborative activity of the Association shall report to a committee of the Board of Governors, which shall have oversight authority of the committee, council or other collaborative activity, including the development of the annual budget, review of programs, procedures, and governance of the committee, council or collaborative activity, subject to the authority of the Board of Governors to manage the business and affairs of the Association.

## **Article VIII**

### **Fees and Assessments**

#### **Section 1 Payment of Fees and Assessments**

##### **Subsection A General Association Fees**

Members shall pay such fees and assessments apportioned to them in the manner prescribed by these bylaws.

##### **Subsection B Amount**

The aggregate amount of general Association Fees to be paid by the members of the Association for any one fiscal year shall be the amount of the budget for such year for general Association purposes, approved as provided in Article VII, and such budget shall take into consideration the necessities of the Association and the estimated results of operations in the preceding fiscal year.

#### **Section 2 Allocation of Fees to Fee Centers and Apportionment among Members**

##### **Subsection A Allocation of the Association Budget by Board**

After deducting the aggregate Association Membership Fee expected to be received for a fiscal year, the Board of Governors shall allocate the remaining amount of the approved budget for general Association purposes among the Fee Centers of the Association in proportion to the amount and character of service expected to be rendered to each such Fee Center.

##### **Subsection B Fee Centers Organized During the Fiscal Year**

###### *Paragraph 1—General*

Fee Centers organized after such allocation has been made need not be considered in the allocation of the total budget for general Association purposes for the fiscal year. Fee Centers not so considered shall be assessed a charge for such fiscal period, the amount of which charge shall be determined by the Board of Governors based upon the amount and character of service expected to be rendered. At the end of each fiscal year, the Board of Governors shall make such reallocation among the Fee Centers of the Association of the total expenses for general Association purposes as is necessary to give effect to the amount of such charges, if any, so assessed by the Board of Governors during such year.

Paragraph 2—*Credits and Debits*

After making any reservation pursuant to the provisions of Subsection H hereof, the Board of Governors shall credit, or charge to, any Fee Center the difference between the amount charged to the Fee Center for the preceding fiscal year and the amount properly chargeable to it for such preceding fiscal year based upon the amount and character of service actually rendered.

Paragraph 3—*In Case of Dissolution of Fee Centers*

Any Fee Center which, after the beginning of any half-yearly fiscal period, shall recommend to the Board of Governors that it shall be dissolved, shall be liable for the fees for general Association purposes for such period as theretofore allocated to the Fee Center by the Board of Governors, unless the recommendation to dissolve is made by the Fee Center within thirty days after the billing date for such half-yearly fiscal period.

**Subsection C Apportionment of Fees Among Members**

Paragraph 1—*General Basis of Apportionment*

The amount of fees and charges allocated to or assessed against each Fee Center, as provided in Subsection B, shall be apportioned among the members of the Association, whether or not affiliated with the Fee Center, in proportion to each member's net sales in the United States to customers of products embraced within the product scope of the Fee Center, as reported to the Accounting Department of the Association. Included in sales upon which fees shall be so apportioned shall be sales made by a parent company, or a manufacturing division or subsidiary to its affiliate, if said affiliate is generally known as a distributor, wholesaler, or jobber, or as a dealer, contractor, or retailer. The method of apportionment shall be as set forth below. In the case of an enterprise that has been admitted to membership under Article II, Section 1, Subsection B, Paragraph 2 and who is permitted to affiliate with a Fee Center, a reasonable portion of the fees and charges allocated to the Fee Center may be apportioned by the Fee Center to the enterprise that does not yet have sales of the product within the Fee Center's product scope, but in no event will the apportioned fees exceed the lesser of 5% of total fees and charges or the smallest amount apportioned to any member of the Fee Center.

Paragraph 2—*Apportionment*

Fees and charges, allocated to or assessed against each Fee Center, shall, at the beginning of each fiscal year, be apportioned among the members of the Association, whether or not affiliated with the Fee Center, in proportion to each member's annual net sales in the United States to domestic customers of products embraced within the product scope of the Fee Center, for the twelve months' period ending December 31<sup>st</sup>, one year prior to the beginning of such fiscal year, as reported to the Association.

Paragraph 3—*Reapportionment*



After the completion of the fiscal year, the amount of fees and charges allocated to, or assessed against, each Fee Center, based on actual cost of service, shall be determined. Reapportionment among the members, however, shall take place in January of the following fiscal year. Such actual costs of service shall be reapportioned among the members of the Association, whether or not affiliated with the Fee Center, in proportion to each member's annual net sales in the United States to domestic customers of products embraced within the product scope of the Fee Center, for the twelve month period ending December 31<sup>st</sup>, one year prior to the beginning of such fiscal year, as reported to the Association. In the event of unusual expenditures, however, the President is authorized to make such reapportionments upon completion of the first half of the fiscal year, rather than at the end of the fiscal year.

*Paragraph 4—In Case of Inadequate Reports*

In the case of a member who has made no report to the Association of any net sales in the United States to domestic customers of products embraced within the product scope of the Fee Center, for such twelve months' period referred to in Paragraphs 2 and 3 hereof, or has made or reported such sales for less than the twelve months' period, the President, or the Accounting Department, with final approval by the President, shall assign such sales volume for such products to such member as, in the opinion of the President, seems proper.

*Paragraph 5—In Case of Election of New Members*

The election of a member after the beginning of each fiscal year shall not affect the apportionment of Fee theretofore made for such year. Each such member so elected shall pay fees for that part of the fiscal year during which it is a member of the Association. The amount of fees of such member for each Fee Center shall be computed at the same rate and in the same manner as are used in computing the fees of other members for each such Fee Center for the current fiscal year, as provided herein.

*Paragraph 6—In Case of Ceasing to Make Sales*

A member who, after it has been invoiced for fees and charges as provided in Subsection E, ceases to be actively engaged in the manufacture, brand labeling, or the development for manufacture, for sale in the United States, of products embraced within the product scope of a particular Fee Center shall not be obligated and shall pay no Fee with reference to such Fee Center provided that such member notifies the President of the Association, in writing, of such discontinuance, thirty days prior to January 1. In the absence of timely written notice to the President of the Association of such discontinuance, the member shall be obligated for the amount of the Fee billed for the fiscal year.

*Paragraph 7—In Case of Peculiar Conditions.*

The Board of Governors may adopt by resolution such other means for a Fee Center to approve a substitute method of apportioning annual fees and assessments.

**Subsection D Association Membership Fee**

Every member shall pay an annual Association Membership Fee in the amount prescribed by the Board of Governors. The Association Membership Fee shall be in addition to the member's fees determined in accordance with Subsection C of this Article VIII.

#### **Subsection E Payment of Fees and Assessments**

Except as otherwise herein provided, fees and charges shall be payable on the first days of January and July. The Association shall invoice members for fees and charges on or about December 1 preceding the next fiscal year on such payment terms as may be prescribed by the Board of Governors. Such amount shall be adjusted after the end of the year by the proper credit or charge shown on final computation of fees as provided in Subsection C. Members resigning from the Association within 30 days prior to January 1, shall not be liable for fees or charges invoiced for the next fiscal period and shall not be entitled to any credit with respect to estimated fees in preceding fiscal years previously paid. The Board of Governors shall have the authority to impose special charges for the late or deferred payment of fees and assessments.

#### **Subsection F Failure to Report Sales**

Each member shall report his sales of products within the product scope of any Fee Center of the Association within sixty days after the Association requests such report. In addition, each member which is a division of a enterprise shall also report, within sixty days after the Association requests such report, sales by any other division of such enterprise of products within the product scope of any Fee Center with which such member division is affiliated. The President shall assign to any member failing to file such report within such period such sales volume as, in the discretion of the President, seems proper. The fees of such member in each Fee Center shall be fixed and determined upon the basis of such assigned sales volume.

#### **Subsection G Fees of Members Who Have Ceased to Manufacture Products Within the Product Scope of the Association**

A member who no longer manufactures for sale, in the United States, products included within the product scope of a then-existing Product Group of the Association, and who is not otherwise required to pay fees in accordance with Subsection C hereof, shall pay annual fees of \$3000.

#### **Subsection H Treatment of Surplus of Fees**

The Board of Governors may set aside as a reserve for contingencies or may add to the surplus funds of the Association all or part of any unexpended portion of the budget for general Association purposes.

### **Section 3 Supplementary Budgets**

#### **Subsection A Apportionment of Supplementary Budgets**

Paragraph 1—*Standard Basis*

The amount of fees for supplementary budget shall be apportioned among the members affiliated with a Product Group or Fee Center adopting a supplementary budget in proportion to each such Product Group or Fee Center's member's net sales of products embraced within the product scope of the Product Group to domestic customers in the United States.

Paragraph 2—*In Case of Peculiar Conditions*

The Board of Governors may adopt by resolution such other means for a Fee Center to approve a substitute method of apportioning the fees for supplementary budgets.

Paragraph 3—*In Case of Product Groups or Fee Centers Whose Membership is Engaged in Development for Manufacture*

A Product Group or Fee Center whose membership is comprised in whole or in part of enterprises, firms, or individuals engaged in the development for manufacture, for sale in the United States, of one or more products embraced within the product scope of the Product Group or Fee Center, on two-thirds recorded vote of its members, may adopt such method of apportionment, not limited to any of the methods set forth above, as the Product Group may determine, subject, however, to the approval of the Board of Governors of the Association.

Paragraph 4—*In Case of Surplus or Deficit*

Any surplus or deficit resulting from the expenditures under the supplementary budget of a Product Group or Fee Center shall be deducted from, or added to, the fees for the supplementary budget of such Product Group for the next succeeding fiscal period or, if no budget is adopted for such succeeding period, refunded to or charged to, as the case may be, the members in accordance with the method of apportionment pursuant to which such funds were collected; provided, however, that a Product Group or Fee Center by a two-thirds recorded vote of the members may direct that a different disposition of any surplus be made, including use to make up any deficit resulting from another supplementary budget of the Product Group or Fee Center.

**Subsection B Collection**

The Association shall collect and retain custody of all funds provided for under supplementary budgets either (1) prior to commitments for their expenditure or (2) as currently expended.

**Subsection C Effect of Resignation or Termination of Membership**

Any member resigning from the Association or whose membership therein is terminated in any other way within thirty days of the billing date for fees on account of any supplementary budget shall not be liable for such fees. Any member who ceases to be actively engaged in the manufacture, brand labeling, or the development for manufacture, for sale in the United States, of products within the product scope of a particular Product Group and who notifies the President of such fact, in writing, within thirty days of the billing date for fees on account of any supplementary budget for such Product Group shall not be liable for such fees.

## **Section 4 Special Contributions of Product Groups**

### **Subsection A Authorization**

Subject to the approval of the Board of Governors, any Product Group or Fee Center may vote to collect and expend funds for any special purpose not contemplated by a supplementary budget. Any such funds shall be collected and held by it in a separate account subject to the expenditure thereof in accordance with the directions of the Product Groups or Fee Centers.

### **Subsection B Apportionment and Payment**

#### *Paragraph 1—Standard Basis*

No member of a Product Group or Fee Center shall be required to pay any portion of a special contribution to which he has not consented. Subject to this requirement, apportionment of the amount to be collected shall be made on such basis as may be indicated by those voting in favor of such contribution.

#### *Paragraph 2—In Case of Surplus*

Any surplus shall be refunded to those contributing to the fund on a pro rata basis except that, upon unanimous vote of all those contributing, a different distribution of such surplus may be made.

## **Article IX**

### **Assets and Liabilities**

#### **Section 1 Association Assets and Liabilities**

##### **Subsection A Interest of Members**

All interest of each member in the funds, investments, and other assets belonging to the Association shall ipso facto immediately cease and terminate in the event that the membership of such member in the Association shall terminate for any reason except through the dissolution of the Association. In the event of such termination, such member and the Representatives of such member shall have no claim on account of such assets against the Association, or against the other members, or their Representatives, or any of them.

##### **Subsection B Disposition of Association Assets on Dissolution**

Upon dissolution of the Association, and after payment of all indebtedness of the Association, the funds, investments, and other assets of the Association shall be distributed to another organization, or organizations, exempt from taxation under the provisions of the United States Internal Revenue Code, and no part of the funds, investments, and other assets shall inure to the benefit of any individual enterprise, partnership, or individual firm.

#### **Section 2 Assets and Liabilities of Product Groups**

##### **Subsection A Interest of Members**

All interest of each member of a Product Group of the Association in the funds and other assets belonging to such Product Group shall ipso facto immediately cease and terminate in the event that the membership of such member in the Association or in the Product Group shall terminate for any reason. In the event of such termination, such member and Representatives of such member shall have no claim on account of such assets against the Association, such Product Group, or against the other members, or their Representatives, or any of them.

##### **Subsection B Disposition of Product Group Liabilities on Dissolution; Assessment**

In the event that a Product Group, at the time of dissolution of the Association or discontinuance of the Product Group, shall have liabilities in excess of assets, the undischarged liabilities shall be charged against such members in proportion to the amount payable by them respectively in the current fiscal year, or, if no payments are due in the current year, in

proportion to the amount payable in the next preceding fiscal year during which such payments were due.

## **Article X**

### **Amendments**

Any amendment of these bylaws shall first be presented to and approved at a meeting of the Board of Governors by resolution adopted by the votes of two thirds of the whole membership thereof. At least 30 days written notice of any proposed change or changes must be given.

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