

CODE OF REGULATIONS

Amended October 23, 2014

National Tooling and Machining Association
(A Non-Profit Ohio Corporation)

ARTICLE I: OFFICES

The principal office of the association shall be located in Greater Cleveland, Ohio. The association shall maintain a statutory office in the state of Ohio, and may establish such other offices as determined by the Board of Trustees.

ARTICLE II: MEMBERSHIP

A. NTMA Vision and Mission

The association shall have a Vision and Mission Statement that will be maintained in current form. The basis for the Vision and Mission will be the strategic business plan approved by the Board of Trustees.

B. NTMA Values

Ethical Behavior: We will always operate with integrity and be guided by legal and fairness standards in all our business practices.

Commitment to Excellence: We will continually measure ourselves against the best practices in associations and perceived value to members, and create and monitor improvement programs.

Development of People. We will encourage a culture of teamwork with unity of purpose through developing key skills such as listening, effective communication and project leadership.

Section 1. MEMBERSHIP. Membership is on an annual basis and continues from year to year. Members may resign at any time by submitting written notice to the association's offices and paying accrued dues to the end of the membership year. Dues are payable annually and in advance, however, quarterly installments are acceptable.

Section 2. REGULAR MEMBERS. Any proprietorship, partnership, corporation or other business entity in the United States of America accepting

the association's Mission, Vision, and Values and primarily engaged in precision custom manufacturing, through tooling or machining, is eligible to become a regular Member. For purposes of this paragraph, "precision custom manufacturing" is defined to include companies engaged in:

- Die building
- Die building and production
- Mold building
- Mold building and production
- Precision machining
- Special tooling
- Special tooling and production
- Special machine building
- Special machine building and production
- Precision fabricating
- Rapid prototyping
- Design
- Such other activities as may be approved by the Board of Trustees

Section 3. ASSOCIATE MEMBERS. The maximum number of National Associates permitted in the organization at any time shall not exceed 5 percent of the total regular membership, excepting temporary fluctuations in regular membership. Any proprietorship, partnership, corporation, or other business entity located in the United States of America and regularly engaged in providing materials, services or supplies to the contract metalworking industry shall be eligible to become a national associate member of this association. No person, firm, or corporation eligible for membership as a regular member shall be eligible for associate membership. The Board of Trustees shall have the power to determine categories, classifications, and eligibility of applicants for membership.

National Associate members shall be entitled to receive such publications and services of the association as the Board of Trustees shall designate, either specifically or by general category, to attend general membership meetings of the association and, upon the invitation of the Chairman of the Board, Vice Chairman of the Board, or a Regular Executive Team Member of the association or Team Leader, shall be permitted to attend trustee meetings or team meetings respectively.

Section 4. PAST SERVICE MEMBERS. Any former owner, officer, employee, or widow/widower of any former owner, officer, or employee not active in the management of a member company or of a former member company shall be eligible to become a past service member of this association, provided that the company was a regular member of the association in good

standing for at least three years and still was a member of the association in good standing at the time of retirement from the company, or the company's withdrawal from the industry. Such eligibility shall remain in effect up to or until such individual is employed in a member company or a company eligible for membership in the association.

Notwithstanding the above, all past Chairmen of the Board shall be eligible for the past service membership category.

Past service members shall have all the privileges of regular members except those of voting, holding elective office, attendance at closed sessions, and the right to confidential information.

Section 5. EDUCATOR MEMBERSHIPS.

- A. Individual Educators employed in metalworking and technological institutions such as colleges, universities, or vocational programs are eligible for Individual Educator memberships; however, Educator memberships are limited to two per institution at one location.
- B. Educational Institution membership is available to any college, university, or vocational program actively engaged in metalworking and technology oriented training and education. Membership permits two principal contacts.

Educator/Educational Institution members shall be entitled to receive such publications and services of the association as the Board of Trustees shall designate, either specifically or by general category, to attend general membership meetings of the association and, upon the invitation of the Chairman of the Board, Vice Chairman of the Board, or a Regular Executive Team Member of the association or team leader, shall be permitted to attend trustee meetings or team meetings respectively.

The Board of Trustees shall approve a dues schedule for Educator Memberships from time to time.

Section 6. MEMBERSHIP REQUIREMENTS. The Board of Trustees shall have power to determine the classification and eligibility of applicants for membership.

Section 7. APPLICATION FOR REGULAR AND PAST SERVICE MEMBERSHIP. All applications for regular or past service membership shall be submitted to the association in a form approved by the Board of Trustees, and shall be accompanied by the initiation fee, if required. Applications for

regular and past service membership shall be submitted using either of the following alternative procedures:

- A. Submit by mail or e-mail to all trustees the name and address of the applicant. Unless objection is heard from one or more trustees giving particulars of the objection within ten (10) days from the date of receipt of such notification, the applicant shall be declared elected to membership. If an objection is received within the ten-day period, consideration of the application shall be taken up under the procedure in Subsection B below at the next meeting of the Board of Trustees.
- B. Submit by mail or e-mail to all trustees the name and address of the applicant at least fifteen (15) days before the next meeting of the Board of Trustees. Present the name and address of the applicant at a meeting of the Board of Trustees for consideration. Upon the affirmative vote of two-thirds (2/3) of the trustees present and voting that the applicant meets the criteria for membership set forth in these regulations, the applicant shall be elected to membership.

Section 8. WITHDRAWAL OF MEMBERS. Withdrawal in good standing may not be effective until all obligations of the resigning member have been met in full. The Board of Trustees shall be notified of resignation by mail or e-mail in the periodic trustee letter or by announcement at a trustee meeting.

Section 9. MEETINGS OF MEMBERS. In the event of a meeting of the membership, the meeting shall be governed by Robert's Rules of Order. The vote of the majority of the members present and voting at any regularly constituted meeting shall be the act of the members.

Section 10. NOTICE OF MEETINGS OF MEMBERS. Notice of all meetings of members shall be mailed to the members not less than thirty (30) days before any such meeting.

Section 11. QUORUM. At all meetings of the membership, fifty-one percent of the current membership (51%), represented in person or by proxy, shall constitute a quorum.

Section 12. PROXIES. A member may be represented and vote by a written proxy; provided, however, that the holder of such written proxy must be a regular member or an officer of a regular member of the association and such proxy must be filed with the Secretary-Treasurer prior to the time set for calling the meeting to order.

Section 13. MAIL BALLOT. Any action which may be taken by the membership of the association at a meeting may be taken by mail or e-mail ballot, provided that in any case where voting is by a majority of members voting in a mail or e-mail ballot, a ballot shall be sent by registered or certified mail to each member entitled to vote at least forty (40) days prior to the day ballots are to be counted, together with (a) written explanation of the matter upon which the vote is requested, and (b) a notice of the day on which ballots will be counted. Only those ballots that are received prior to the close of business on the day named for counting ballots will be counted. Any member may request a mail or e-mail ballot on an issue by application to the trustee.

ARTICLE III: THE BOARD OF TRUSTEES

Section 1. NUMBER OF TRUSTEES. The number of trustees of all classes of this association elected or appointed hereunder (not including alternate trustees) shall be not less than fifteen (15).

Section 2. CLASSES OF TRUSTEES. There shall be five classes of trustees:

- A. Chapter trustees
- B. Trustees-at-large
- C. Alternate trustees
- D. Ex-officio trustees
- E. Non-affiliated Group trustees

Section 3. CHAPTER TRUSTEES.

- A. The Board of Trustees shall recognize qualified local groups as “chapters” and shall prescribe geographical boundaries for such chapters. All association members then and thereafter having their principal places of business in such territories shall be deemed to belong to the chapter so established.
- B. The regular members of the association in each newly-recognized chapter shall elect one (1) trustee and one (1) alternate trustee to serve until their successors are elected.
- C. Local chapters shall notify the association of all elections and vacancies in the office of trustee or alternate trustee. In the event that the place of either the trustee or the alternate trustee representing any chapter becomes vacant, the affected chapter shall be entitled to elect and certify a new trustee or alternate trustee to serve the unexpired term.

Section 4. TRUSTEES-AT-LARGE. The Board of Trustees may from time to time determine the geographic regions that are to be represented by the trustees-at-large.

- A. The trustees-at-large shall represent all regular members who are located in all areas outside of recognized chapters. Trustees-at-large shall be elected by a majority vote of the members in the geographic region.
- B. The association's trustees-at-large for those areas not covered will be elected by the Board of Trustees.
- C. In the event that the place of a trustee representing the at-large geographic region becomes vacant, the members of the affected geographic region shall be entitled to elect and certify a new trustee to serve the unexpired term.

Section 5. ALTERNATE TRUSTEES AND APPOINTED REPRESENTATIVES. If a trustee shall be absent from any meeting, the alternate shall act in the trustee's place. Whenever the regularly elected trustee and alternate trustee of a chapter find that they will not be able to attend a meeting, the trustee, with the concurrence of the alternate trustee, may appoint a substitute representative of a member company in good standing from the chapter to represent same at the meeting. The trustee, prior to the meeting, shall notify the association of the substitute appointment.

Section 6. EX-OFFICIO TRUSTEE. Any individual who is elected as an Executive Team Member shall cease to serve as a chapter trustee, alternate trustee, trustee-at-large, or non-affiliated group trustee and shall become an ex-officio trustee of the corporation with voting privileges for his or her term of office. The chapter, at-large geographic region, or non-affiliated group that an elected Executive Team member represented as a trustee, alternate trustee, trustee-at-large, or non-affiliated group trustee shall fill his or her vacancy pursuant to the processes identified in Article III, Sections 3(C), 4(C), and 7(C).

Section 7. NON-AFFILIATED GROUP TRUSTEES. The Board of Trustees may from time to time determine that a non-affiliated group that represents the industry in a local area shall be represented by a non-affiliated group trustee. A non-affiliated group is an organization which agrees to support the association's Vision, Mission, and Values, and whose membership contains a minimum of eight regular members of the association.

- A. The non-affiliated group trustee shall represent all regular members of the association who are part of the non-affiliated group.

- B. Non-affiliated group trustees shall be elected by regular members of the association.
- C. In the event that the place of trustee representing the non-affiliated group becomes vacant, the affected non-affiliate group shall be entitled to elect and certify a new trustee to serve the unexpired term.

Section 8. ELIGIBILITY REQUIREMENTS.

- A. To be eligible for service as a trustee, alternate trustee, trustee-at-large, non-affiliated group trustee, or Regular Executive Team Member a person must be an owner or executive of a regular member or member of a group recognized pursuant to Article III, Section 7 who is authorized to represent the member in all proper deliberations and actions of the association. The eligibility restrictions outlined above shall not apply to External Executive Team Members, as defined in Article IV, Section 1(C).
- B. A trustee, alternate trustee, trustee-at-large, non-affiliated group trustee, or Executive Team Member shall become ineligible to continue as trustee, alternate trustee, trustee-at-large, non-affiliated group trustee, or Executive Team Member and their term thereby immediately and automatically terminated under the following circumstances:
 - (1) If the member this person represents ceases to be a regular member in good standing of the association or group recognized pursuant to Article III, Section 7;
 - (2) If this individual is removed for cause by action of the Board of Trustees;
 - (3) If the person terminates the connection with the member of the association or group recognized pursuant to Article III, Section 7 which was represented at the time the trustee was elected; or
 - (4) Upon resignation of the trustee.
- C. In the event of a vacancy on the Board of Trustees by reason of disqualification, resignation, death, election to the Executive Team, or otherwise of a trustee, alternate trustee, trustee-at-large, or non-affiliated group trustee, the chapter, at large geographic region, or non-affiliated group shall be entitled to elect a replacement pursuant to the processes identified in Article III, Sections 3(C), 4(C), and 7(C).
- D. All trustees are subject to the Code of Regulations.

Section 9. MEETINGS OF THE BOARD OF TRUSTEES. The Board of Trustees will meet at all national meetings.

The Board of Trustees can be called into a special session by petition of not less than one-third (1/3) of the trustees, with thirty (30) days' written notice and an agenda. The Board of Trustees may also be convened at the call of the Chairman of the Board, so long as at least thirty (30) days' written notice of the meeting is given and an agenda is provided at least thirty (30) days in advance.

- A. The Board of Trustees shall be governed by Robert's Rules of Order. For all votes of the Board of Trustees, a Quorum (Section 11) is required and from that Quorum the vote of a majority of the trustees present and voting at any regularly constituted meeting shall be the act of the trustees, unless a greater majority is required by law or this Code of Regulations. The Chairman of the Board may designate a Parliamentarian at each meeting who is knowledgeable in Parliamentary Procedure to assist in the conduct of each meeting.
- B. Any resolution approved by the Board of Trustees involving the appropriation of funds shall become effective only when approved by the Budget and Finance Team and the Executive Team. The budget shall not be subject to floor amendment and shall require a straight up or down vote of trustees. Any subsequent amendments to the budget that require additional expenditures are permitted only if the source of revenue to fund the additional expenditures has been identified by the Budget & Finance Team and approved by the Executive Team.
- C. Trustees shall be permitted to speak at meetings. Other than trustees, attendees shall be permitted to speak when approved by motion of the Board of Trustees. The Chairman of the Board is permitted to recognize team leaders who are not trustees to speak as part of the agenda. The Chairman of the Board is also permitted to invite other non-trustees or non-members (e.g., auditors, lawyers) to speak from time to time, so long as such speakers are part of the meeting agenda.

Section 10. MAIL BALLOTS. The Board of Trustees may vote by mail or e-mail upon any matter which has been submitted to them in writing by the association as directed by the Chairman of the Board, provided that a resolution adopted in such manner shall become effective only when approved in writing by unanimous vote of all trustees entitled to vote.

Section 11. QUORUM. Forty percent (40%) of the members of the Board of Trustees shall constitute a quorum.

Section 12. NOTICE OF MEETINGS. Notice of any meeting of the Board of Trustees shall be in writing and shall be mailed to the members of the Board of Trustees not less than thirty (30) days in advance of any such meeting, provided, however, that a meeting of the Board of Trustees may be held at any time or place upon waiver of notice in writing signed by all of the members of said Board of Trustees.

**ARTICLE IV: EXECUTIVE TEAM, CORPORATE OFFICERS, AND
OTHER CORPORATE FUNCTIONAL TEAMS**

Section 1. EXECUTIVE TEAM. The Executive Team shall consist of (7) individuals. During the interim between meetings of the Board of Trustees, the Executive Team shall exercise the powers of the Board of Trustees, subject to the review of all Executive Team actions at the next Board of Trustees meeting. The Executive Team shall assume responsibility for the operation of the association, within the policies established by the Board of Trustees and the Code of Regulations. The Executive Team shall assist and counsel in the management of the affairs of the association and its executive office, see that actions directed by the Board of Trustees are carried out, work in conjunction with the Nominating Team to match candidates for service on the Executive Team, see that all teams are functioning within their respective purposes and scopes, and see that matters are referred to the proper teams. The Executive Team shall develop, update, and refine a Policy Manual for governance of the association, which shall include a conflict of interest policy. The Executive Team shall ensure that a strategic plan is in place for the association. All Executive Team Members will be reimbursed by the association for travel and incidental expenses associated with their service on the Executive Team.

A. Executive Team Members. The Executive Team Members shall consist of:

1. Regular Executive Team Members
2. External Executive Team Members
3. The Chairman of the Board
4. The Vice Chairman of the Board

B. Regular Executive Team Members. Regular Executive Team Members must meet the eligibility requirements outlined in Article III, Section 8(A). Only Regular Executive Team Members are eligible to serve as Chairman of the Board and Vice Chairman of the Board.

- C. External Executive Team Members.** Two (2) individuals who are not associated with a business that would qualify for regular membership in the association shall serve as External Executive Team Members. The purpose of selecting External Team Members is to broaden the perspective and increase the effectiveness of the Executive Team by adding members with skills not necessarily possessed by Regular Executive Team Members. No professional who in his or her present regular course of business receives fees or compensation for services rendered to the association or its member companies shall be eligible for service as an External Executive Team Member. It is the clear intention of this clause to eliminate any conflict of interest that would impede the ability of a member of the Executive Team from performing his or her duties on behalf of the Association. External Executive Team Members may receive an honorarium, in an amount to be determined by the Regular Executive Team Members, for their service on the Executive Team.
- D. Chairman of the Board.** The Chairman of the Board shall preside at all meetings of the association and of the Board of Trustees, and shall be entitled to vote at all such meetings. The Chairman of the Board shall be an ex-officio member of all teams and shall appoint the team leaders and members of standing, ad hoc, and/or special teams. Any Chairman of the Board may be elected to succeeding terms, not to extend past his or her term or terms of service on the Executive Team.
- E. Vice Chairman of the Board.** The Vice Chairman of the Board shall perform the duties of the Chairman of the Board during the Chairman of the Board's absence or inability to perform the same. In case of a vacancy in the office of the Chairman of the Board, the Vice Chairman of the Board shall perform the duties of the Chairman of the Board until such vacancy is filled. Any Vice Chairman of the Board may be elected to succeeding terms, not to extend past his or her term or terms of service on the Executive Team.
- F. Terms of Chairman and Vice Chairman.** The Chairman of the Board and Vice Chairman of the Board shall serve a term of one (1) year.
- G. Election of Executive Team Members.** Executive Team Members shall be elected annually at the fall meeting of the Board of Trustees and installed in office at the annual convention of the association. The elections of Executive Team Members should be staggered so that no more than three Executive Team Positions are up for election in any given year.

H. Election of Chairman of the Board and Vice Chairman of the Board. The Chairman of the Board and the Vice Chairman of the Board shall be elected by the Executive Team Members.

I. Term of Service. All Executive Team Members shall be elected for a three (3) year term of service and continue in office until their successors are duly elected and qualified. Any Executive Team Member may be elected to a succeeding term, provided that no elected Executive Team Member shall serve more than two (2) terms (or a period exceeding six (6) years) as an Executive Team Member.

J. Removal. Any one or more of the Executive Team Members may be removed either with or without cause, at any time, by recommendation of the Executive Team and subsequent approval by the Board of Trustees. The approval of the removal of an Executive Team Member shall be accomplished by a majority vote of the Board of Trustees at any regular meeting or special session of the Board of Trustees.

K. Vacancies. Any vacancies on the Executive Team shall be filled by appointment by the Board of Trustees for the balance of the term left by the vacating Executive Team Member.

L. Meetings. The Executive Team shall meet at least four times yearly. All Executive meetings shall be governed by Robert's Rules of Order.

M. Quorum. Five (5) members of the Executive Team shall constitute a quorum thereof.

N. Voting. Each Executive Team Member shall be a voting member of the association for their respective term or terms of service as ex-officio trustees pursuant to Article III, Section 6.

O. Majority Requirement. Any action taken by vote of the Executive Team shall only be accomplished by a supermajority two-thirds vote.

Section 2. PRESIDENT. The association shall employ and fix the compensation of a President who shall be selected by the Executive Team and approved by the Board of Trustees and shall thereafter serve as the principal executive officer of the association. The President shall be responsible for the day-to-day management and operation of the association and shall incur such obligations for the account of the association as are authorized by the Board of Trustees. The Executive Team shall review the performance of the President prior to the Annual Conference each year and include any salary amounts attributable to the President in the budget of the association with the Board of

Trustees' right of approval remaining in their approval of the overall budget. The President shall select, employ, and fix the compensation of all staff employees, within the limitations of the budget fixed by the Board of Trustees. The President shall be bonded and may sign, with the Secretary-Treasurer or any other proper employee of the association authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments that have been expressly authorized by the Board of Trustees, Executive Team, this Code of Regulations, or by Statute to be executed. The President shall serve at the pleasure of the Executive Team.

Section 3. SECRETARY-TREASURER. The President of the association shall employ and fix the compensation of a Secretary-Treasurer. The Secretary-Treasurer shall be the principal financial officer of the association, and the President shall review the performance of the Secretary-Treasurer prior to the Annual Conference each year. The Secretary-Treasurer shall ensure that the President and all corporate employees handling funds or assets of the association are bonded and may sign, with the President or any other proper employee of the association authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments that have been expressly authorized by the Board of Trustees, Executive Team, this Code of Regulations, or by Statute to be executed. The Secretary-Treasurer shall ensure that minutes of all Board of Trustee, Member meetings, and team meetings are categorized in a searchable fashion. In addition, the Secretary-Treasurer shall ensure that minutes are taken at all team meetings. The Secretary-Treasurer shall serve at the pleasure of the President.

Section 4. NOMINATING TEAM.

- A. The Nominating Team shall work in conjunction with the Executive Team to match candidates to serve as Regular and External Members of the Executive Team. The Nominating Team shall seek out candidates who are competent and meet the specific governance needs defined by the vision and strategic plan of the association.
- B. The Nominating Team shall vet potential candidates for the Executive Team to determine their willingness and competency to serve. Once the Nominating Team has selected potential candidates, it shall present the list of potential candidates to the Executive Team for review prior to presenting the candidates to the Board of Trustees for a vote.
- C. All Nominating Team meetings shall be governed by Robert's Rules of Order.

Section 5. AUDIT TEAM AND BUDGET & FINANCE TEAM.

- A. The Audit Team shall be nominated by the Nominating Team and elected by the Board of Trustees. The Audit Team shall report directly to the trustees and may review all activities, including those of the Executive Team.
- B. The Budget & Finance Team shall be appointed by the Chairman of the Board and shall report to the Executive Team. In the event of a disagreement between the Budget & Finance Team and Executive Team, the Budget & Finance Team may go directly to the trustees for resolution.
- C. All Audit and Budget Team meetings shall be governed by Robert's Rules of Order.

Section 6. FOUNDATION BOARD

- A. The National Tooling & Machining Foundation Board shall be nominated by the Executive Team and elected by the Board of Trustees. The Foundation Board shall report directly to the Board of Trustees.

Section 7. OTHER STANDING TEAMS AND BOARDS. The Executive Team may from time to time appoint or eliminate other teams or boards with such titles and duties as may be deemed appropriate and in the best interest of this association.

Section 8. AD HOC TEAMS. The Chairman of the Board, the Executive Team, and team leaders may from time to time appoint or eliminate ad hoc teams with such titles and duties as may be deemed appropriate and in the best interests of the association. Ad hoc teams may make recommendations to the Executive Team or other teams, but do not have the authority to enter into commitments on behalf of the association.

ARTICLE V: INITIATION FEES, DUES AND ASSESSMENTS

Section 1. INITIATION FEES, DUES AND ASSESSMENTS. Initiation fees, dues and assessments shall be as established from time to time by the Board of Trustees.

Section 2. SUSPENSION FOR FAILURE TO PAY DUES OR ASSESSMENTS. If any member shall fail to pay dues or assessments within ninety (90) days after such dues or assessments shall have become due, such member shall be subject to being dropped from membership. The member shall

receive adequate notice in writing of his delinquency prior to being dropped from membership.

Section 3. SUSPENSION AND EXPULSION FOR CAUSE. Any member may be expelled from membership in the association for cause. For purpose of this Code of Regulations, “cause” shall be defined as (a) conviction of a crime; (b) falsely reporting dues owed; or (c) other acts or conduct detrimental to the legitimate interests and lawful objections of the association. When expulsion of a member for cause is contemplated, the facts of the matter shall be brought before the Board of Trustees, and the Board of Trustees by a majority vote of the members present and voting may suspend or expel such member, after such member has had the opportunity to be heard on his or her own defense.

Section 4. REINSTATEMENT. Members who resign from the association with all dues and assessments paid to date of resignation shall be eligible to apply for reinstatement without the payment of a reinstatement fee. Members suspended for nonpayment of dues shall be eligible for reinstatement upon satisfaction of all arrears at the time of their suspension unless there has been a change in the ownership of the company, in which case the application shall be treated in all respects as one for new membership.

ARTICLE VI: CHAPTERS

Section 1. ORGANIZATION. A majority, but not less than eight (8), of the regular members of the association in an area may petition the Board of Trustees of the association for authority to organize a chapter of the National Tooling and Machining Association, hereinafter referred to as “chapter.” In response to a petition, the Board of Trustees may authorize the organization of the chapter as requested, which may operate as the (Name) Chapter of the National Tooling and Machining Association. Each chapter shall be a separate legal entity responsible for its own actions, debts and obligations. The association will assume no responsibility for the actions or expenditures of any of its chapters.

Section 2. MEMBERSHIP. Membership in a chapter shall be limited to regular members of the association, except that associate and honorary members of a chapter need not belong to the association. If there are two or more adjacent chapters, the member may elect which chapter to join. The association reserves the right to consider and accept a candidate for membership who has been rejected for membership by the chapter and is otherwise qualified for membership with this Code of Regulations.

Section 3. CONSTITUTION AND BYLAWS. Each chapter shall adopt an appropriate constitution (or articles of incorporation) and bylaws (or code of

regulations) that do not conflict with those of the association, and the Board of Trustees must approve these documents before the name “Chapter of the National Tooling and Machining Association” may be used.

Section 4. MINUTES OF MEETINGS. Minutes shall be kept of each meeting of the chapter or of its governing board, and a signed copy of the minutes of each such meeting shall be sent to the association within thirty (30) days after the date of the meeting.

Section 5. WITHDRAWAL OF AUTHORIZATION. The authorization for the members in a local group to operate as a chapter may be withdrawn at any time by an affirmative vote of two-thirds (2/3) of the trustees of the association if the chapter has ceased to comply with the provisions of this article, or has engaged in, or is preparing to engage in, activities or conduct prejudicial to the association, provided that notice of such proposed withdrawal of authorization shall be sent to the President of such chapter at least thirty (30) days prior to the date of the trustees’ meeting at which the proposed withdrawal is to be considered, and the officers, directors, and members of such chapter shall have the right to be heard at such meetings. If the Board of Trustees confirms withdrawal, the former chapter shall immediately cease using the association’s name, logo, and other identifying characteristics in connection with its activities and thereafter take no actions implying to any third party that the former chapter has any connection with the association.

ARTICLE VII: DISSOLUTION

In the event of dissolution of the association, all of the remaining assets and property of the association shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or expended for the purposes of the association.

ARTICLE VIII: MEETINGS

Any meetings of the membership, Board of Trustees, or any team of the association may be held either within or without the State of Ohio.

ARTICLE IX: AMENDMENTS AND SUPPLEMENTS

Section 1. BY TRUSTEES. This Code of Regulations may be amended or supplemented at any time by a two-thirds (2/3) vote of the trustees present and voting at any regular or special meeting of the Board of Trustees, provided that

specific notice of the proposed amendments must be given to all trustees at least thirty (30) days in advance of such regular or special meetings; or by a two-thirds (2/3) vote of the trustees voting by mail or e-mail ballot as provided in ARTICLE III, Section 10.

Section 2. BY MEMBERS. This Code of Regulations may be amended or supplemented at any time at any regular or special meeting of the membership, by a two-thirds (2/3) vote of the members present or represented by proxy, provided that specific notice of the proposed amendments must be given to all members at least thirty (30) days in advance of such regular or special meeting; or by a two-thirds (2/3) vote of the membership by mail or e-mail ballot as provided in ARTICLE II, Section 13. In case any such action is in conflict with an action of the Board of Trustees, the position taken by the membership shall prevail.

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