



AGENDA

**Board of Trustees Meeting
2015 Fall Conference Meeting
St. Louis, MO**

**Friday, October 23, 2015
10:30 AM – 12:30 PM CDT
Salons CD**

Presiding: Herb Homeyer, NTMA Chairman of the Board

10:30 AM	Call to Order	<i>Herb Homeyer</i>
10:31 AM	Announcement of Quorum	<i>Doug DeRose</i>
10:35 AM	Chairman's Report	<i>Herb Homeyer</i>
10:50 AM	Report of the Treasurer <ul style="list-style-type: none">➤ 2015 Financial Report/2016 Proposed Budget➤ 2016 Budget Vote	<i>Doug DeRose</i>
11:30 AM	<u>Team Reports</u> <ul style="list-style-type: none">1. Governance Leadership Team<ul style="list-style-type: none">a. Budget & Finance Teamb. Audit Teamc. Nominating Team<ul style="list-style-type: none">➤ 2016 Executive Team Nominations - Voted. Implementation Team Review	<i>Team Leaders or Executive Team Liaisons</i>
12:00 PM	<u>NTMF Board Report</u> <p>Trustees will have an opportunity to comment and/or ask questions regarding the Board reports before voting on any actions proposed.</p> <ul style="list-style-type: none">a. Foundation Board	<i>Jeff Kelly</i>
12:10 PM	Other Business	<i>Herb Homeyer</i>
12:15 PM	New Business <ul style="list-style-type: none">a. Bylaws - Voteb. NTMA Values - Vote	<i>Herb Homeyer</i>
12:25 PM	Approval and Ratification of All Actions by the Executive Team and Officers	<i>Herb Homeyer</i>
12:30 PM	Adjournment	<i>Herb Homeyer</i>

2016 NTMA OPERATING BUDGET ASSUMPTIONS

The 2016 Budget results in a surplus of \$30K. Revenues are anticipated to \$4.8MM and expenses \$4.8MM. The forecast presented is through July 2015 and will be updated prior to the board meeting at the Fall Conference.

- ▶ Grainger Royalty income is budgeted to increase 6.5%, \$65K; current forecast for 2015 is 6.3% over 2014
- ▶ Interest income from the Emergency Reserve Fund of \$30K
- ▶ Dues growth based on 1,424 members with net growth of 200 new regular members and attrition of 10%; starting point of 1,336 members
- ▶ Distribution of income from TMHC for AIX royalties of \$200K budgeted; 2015 forecast was \$230K; including in budget moving forward
- ▶ 5.6% increase in Tuition over 2015 forecast; 2015 forecast 11.8% higher than 2014
- ▶ Sponsorship decreased by (\$14K) due to Fall Conference (\$63K); offset by increase in NRL \$37K, Supply Chain Network Fair \$10K
- ▶ Contribution income consists of \$35K NRL fundraising, GAAF \$30K, Government Advocacy \$2K
- ▶ Grants of \$70K budgeted: NIMS \$10K, NRL \$60K
- ▶ *Between Grants & Contributions, NRL revenue increases by \$35K due to the inclusion of a part-time grant writer for the NRL, at \$20K*
- ▶ Meeting Revenue decreased due to one less roundtable and more conservative revenue forecast (\$32K), Supply Chain Network (\$44K), no EMO
- ▶ Board Teams added the following costs for 2016: Workforce Development Team \$13K, Tech Team \$29K, Nominating Team \$2K
- ▶ Labor budget includes 14 FTE, 1 PT (intern); 4% merit increase, \$10,000 in discretionary bonus, fully loaded commission for regional sales staff and bonuses for management team; 3 regional sales reps (4th is in professional fees as contract employee), Director of Membership & Business Development position for entire year, Marketing Content/Publicist
- ▶ Benefit increase of 12% (regional average), plus increase due to labor increase as noted above
- ▶ Professional Fees budget includes 10 contractors; Tech Team Liaison for entire year \$13K, NRL Grant Writer \$20K, \$25K in fees for marketing services, \$8K IT costs, \$8K for board member honorarium. Includes regional sales rep for the Midwest including commission \$30K, NTMA U advertising \$12K; offset by reduction in one-time legal costs (\$76K) and collector position removed (\$12K)
- ▶ Decrease in Fall Conference (\$82K), Supply Chain Network (\$16K); offset by increases in NRL \$13K, Europe & Asia Tours \$12K, IMTS \$10K, MFG \$16K, Chapter Management \$10K
- ▶ Bad Debt budgeted at 3.9% of sales for 2016 based on decentralized regional sales approach and new retention process; trend was 5.6% in 2014 and 6.3% in 2015
- ▶ Affinity Program Expense is 35% of total Grainger revenue, based on 2014 actual
- ▶ Surveys & Projects includes Board Team recommended costs \$12K
- ▶ Textbooks & Other costs budgeted to increase \$15K due to COGS from sales increases \$6K; Fall Conference \$8K; NTMA U \$1K
- ▶ Taxes budgeted to increase \$9K due to expected increase in unrelated business income
- ▶ Includes IMTS, expanded Legislative Conference for Emerging Leaders, 1 Supply Chain Network Fair
- ▶ Excludes 1 ET meeting (reduced from 5 to 4), AMT Tech meeting, Team Leadership Conference, Hannover, EMO, 1 Seminar
- ▶ CAPEX of \$35K: NTMA U Course Development \$25K, new trade show booth \$10K
- ▶ Fall Conference budgeted to net \$93K, MFG (\$15K), NRL Competition \$6K

NATIONAL TOOLING AND MACHINING ASSOCIATION
2016 BUDGET V. 2015 FORECAST (JULY)
For the Twelve Months Ending 12/31/2015

	2013	2014	2015	2016	2016 BUDGET	
	ACTUAL	ACTUAL	FORECAST	BUDGET	VS 2015	NOTES
					FORECAST	
Revenues						
Dues	\$1,835,375	\$1,805,458	\$1,881,119	\$1,993,100	\$111,981	Assumes 200 new regular members, 90% retention; new member dues generated by larger, decentralized sales force; end year with 1,424 members
Textbooks	81,686	103,257	97,283	103,000	5,717	Increase over 2015 forecast, 0% growth over 2014
Non Textbooks	58,076	48,424	24,827	26,300	1,473	
Chapter Support	0	25,960	6,973	10,000	3,027	Assumes Chapter Executive for Cleveland chapter 2016
Advertising	166,244	143,804	142,828	149,000	6,172	Increase in Member Directory \$6K
Meeting Revenue	396,404	433,493	578,653	521,390	(57,263)	One less seminar with more conservative revenue (\$32K); Supply Chain Network (\$44K), no EMO (\$12K); offset by increase MFG \$21K, added Asian Tech Tour \$12K
Grainger Affinity Program Income	0	966,883	1,011,798	1,077,253	65,455	Assumes increase in Grainger of 6.5%, \$65K (current forecast for 2015 is 6.3%)
Royalties, Interest & Other	1,350,072	84,860	84,490	126,000	41,510	Multiview growth of \$10K; \$30K in interest income from the ERF
Distributions from Subsidiary	7,125	156,513	238,398	212,000	(26,398)	\$200K from TMHC for AIX earnings, NTMF accounting fees \$12K; decrease over forecast of \$230K from AIX
Grants	241,292	29,450	0	70,000	70,000	NIMS \$10K; NRL overhead \$60K
Contributions	57,785	47,164	97,200	67,800	(29,400)	NRL fundraising \$35K, GAAF \$30K, Government Advocacy \$2K
Tuition Income - NTMA-U	107,547	143,264	160,189	169,121	8,932	5.6% increase over 2015 forecast; growth of 11.8% from 2014 to 2015 forecast
Sponsorships	176,054	222,845	274,475	260,500	(13,975)	Increase in NRL \$37K, Supply Chain Network Fair \$10K, MFG \$3K, Legislative Conference \$3K; offset by decrease in Fall Conference (\$63K), Team Leaders (\$5K)
Total Revenue	4,477,660	4,211,375	4,598,232	4,785,464	187,231	
Expenses						
Salaries	1,416,842	1,413,362	1,353,554	1,472,251	118,697	4% merit increase, \$10,000 in discretionary bonus, three regional sales reps (4th rep in professional fees), Director of Membership & Business Development position for entire year; fully loaded commission for regional sales staff and bonuses for management team
Fringe Benefits	255,672	222,584	232,051	306,349	74,298	Health insurance increase of 12% (regional average) with additional increases due to labor increase
Telephone	33,651	31,285	26,911	26,030	(881)	
Postage	41,287	51,470	37,438	35,275	(2,163)	Decrease in postage for the Record
Bank Fees & Service Charges	0	2,812	1,314	2,110	796	
Supplies & Printing	104,911	89,228	82,155	88,075	5,920	NRL \$4K, Fall Conference \$1K
Travel	136,337	259,278	296,961	298,567	1,606	1.3% increase over prior year, which was fully loaded for new regional sales rep staffing
Professional Fees	541,458	610,109	933,956	962,492	28,536	Professional Fees budget includes 10 contractors; Tech Team Liaison for entire year \$13K, NRL Grant Writer \$20K, \$25K in fees for marketing services, \$8K IT costs, \$8K for board member honorarium. Includes regional sales rep for the Midwest including commission \$30K, NTMA U advertising \$12K; offset by reduction in one-time legal costs (\$76K) and collector position eliminated (\$12K)
Bad Debts	91,929	100,589	118,662	81,674	(36,988)	Was 5.6% of sales in 2014, trending at 6.3% in 2015; budgeting at 3.9% for 2016 based on decentralized regional sales approach and new retention process
Building Costs	7,564	12,685	13,537	12,694	(843)	
Equipment Costs	70,318	81,275	7,990	11,988	3,998	Copier lease \$2K, facility cost estimate \$2K
Depreciation Costs	79,256	93,462	102,426	103,795	1,369	
Grainger Affinity Program Expense	307,428	362,160	359,843	372,369	12,526	35% of total Grainger revenue; based on 2014 actual and 2015 forecast
Surveys & Projects	81,160	73,367	69,155	81,100	11,945	Increase due to addition of \$12K for Board Teams
Awards, Dues & Other	47,504	51,903	55,657	63,325	7,668	\$4K NRL, Board Teams \$3K, across board increase in other areas \$2K
Textbooks & Other Sales	90,024	128,499	76,114	92,316	16,202	COGS due to sales increase \$6K; Fall Conference \$8K; NTMA U \$1K
Rent Expense	56,304	57,744	60,509	62,442	1,933	
Interest Expense - LOC	868	87	0	0	0	
Meeting Costs	610,736	495,713	639,188	605,880	(33,308)	Decrease in Fall Conference (\$82K), Supply Chain Network (\$16K); offset by increases in NRL \$13K, Europe & Asia Tours \$12K, IMTS \$10K, MFG \$16K, Chapter Management \$10K
Sub-Total Expenses	3,973,249	4,137,612	4,467,422	4,678,732	211,311	
Federal & State Income Taxes	71,794	59,295	67,997	77,000	9,003	
Total Expenses	4,045,043	4,196,907	4,535,419	4,755,732	220,314	Includes additional costs for honorarium fees
Operating Excess Revenue (Expense)	432,618	14,469	62,813	29,732	(33,083)	

September 21, 2015

Letter to the Trustees for Nomination of Executive Team Member:

On behalf of the Nominating Team, we are very pleased and proud to announce that Mark Lashinske has been nominated and accepted the opportunity to be an Executive Team member. Most of you know Mark for his passion for workforce development and as an executive integral to the growth and prosperity of Modern Industries in Phoenix, Arizona. Mark has also been a very active member of the Arizona Chapter including leadership roles. The Arizona Chapter recently recruited Mark onto their board and has been nominated and accepted the role as their president commencing in 2016. Mark is anxious and looking forward to contributing his talent, passion and expertise to the National Association as well as his Chapter.

During the Trustees meeting at the Fall Conference, a vote will be taken to accept Mark as the newly appointed Executive Team member.

Regards,



Bob Mosey
NTMA Nominating Team Leader



MANUFACTURING AMERICA'S FUTURE

2016 SLATE - EXECUTIVE TEAM NOMINATIONS

Herb Homeyer

Matt Wardle

Ken Seilkop

Mark Lashinske

CODE OF REGULATIONS
Amended October 23, 2015⁴

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

ARTICLE I: OFFICES

The principal office of the ~~association~~Association shall be located in Greater Cleveland, Ohio. The ~~association~~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~~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 ~~association~~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~~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~~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~~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 ~~M~~members shall be entitled to receive such publications and services of the ~~association~~Association as the Board of Trustees shall designate, either specifically or by general category, to attend general membership meetings of the ~~association~~Association and, upon the invitation of the ~~Chairman~~Chairperson of the Board, Vice ~~Chairman~~Chairperson of the Board, ~~or a~~ Regular Executive ~~Team-Committee~~ Members of the ~~association~~Association or Team Leaders, 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~~Association, provided that the company was a regular member of the ~~association~~Association in good standing for at least three years and still was a member of the ~~association~~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~~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~~Association as the Board of Trustees shall designate, either specifically or by general category, to attend general membership meetings of the ~~association~~Association and, upon the invitation of the Chairman of the Board, Vice ~~Chairman~~Chairperson of the Board, ~~or a~~ Regular Executive ~~Team-Committee~~ Members of the ~~association~~Association or ~~T~~Team ~~L~~Leaders, 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~~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~~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~~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~~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 (5) 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~~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~~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~~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~~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~~Association of the substitute appointment.

Section 6. EX-OFFICIO TRUSTEE. Any individual who is elected as an Executive ~~Team-Committee m~~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-Committee~~ 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~~Association's Vision, Mission, and Values, and whose membership contains a minimum of eight regular members of the ~~association~~Association.

- A. The non-affiliated group trustee shall represent all regular members of the ~~association~~Association who are part of the non-affiliated group.
- B. Non-affiliated group trustees shall be elected by regular members of the ~~association~~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-Regular~~ Executive ~~Team~~ ~~Committee~~ ~~MM~~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~~Association. -The eligibility restrictions outlined above shall not apply to External Executive ~~Team~~ ~~Committee~~ ~~MM~~Members, as defined in Article IV, Section 1(C).
- B. A trustee, alternate trustee, trustee-at-large, non-affiliated group trustee, or Executive ~~Team-Committee~~ ~~MM~~Member shall become ineligible to continue as trustee, alternate trustee, trustee-at-large, non-affiliated group trustee, or Executive ~~Team-Committee~~ ~~MM~~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~~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~~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

TeamCommittee, 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 ChairmanChairperson 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. All Board of Trustee Mmembers shall be permitted to attend and vote during all annual, fall, and special meetings via web presentation coupled with telephone conferencing or similarly acceptable electronic communications. All Board of Trustee Mmembers attending meeting via web presentation coupled with telephone conferencing or similarly acceptable electronic communication shall be counted towards any Quorum requirements imposed by this Code of Regulations.

- 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 ChairmanChairperson 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 TeamCommittee. 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 TeamCommittee.

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~~Chairperson of the Board is permitted to recognize team leaders who are not trustees to speak as part of the agenda. The ~~Chairman~~Chairperson 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~~Association as directed by the ~~Chairman~~Chairperson 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~~COMMITTEE, CORPORATE OFFICERS, AND OTHER CORPORATE FUNCTIONAL TEAMS

Section 1. EXECUTIVE ~~TEAM~~COMMITTEE. The Executive ~~Team~~Committee shall consist of seven (7) individuals. During the interim between meetings of the Board of Trustees, the Executive ~~Team~~Committee shall exercise the powers of the Board of Trustees, subject to the review of all Executive ~~Team~~Committee actions at the next Board of Trustees meeting. The Executive ~~Team~~Committee shall assume responsibility for the operation of the ~~association~~Association, within the policies established by the Board of Trustees and the Code of Regulations. The Executive ~~Team~~Committee shall assist and counsel in the management of the affairs of the ~~association~~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~~Committee, 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~~Committee shall develop, update, and refine a Policy Manual for governance of the ~~association~~Association, which shall include a conflict of interest policy. The Executive ~~Team~~Committee shall

ensure that a strategic plan is in place for the ~~association~~Association. All Executive ~~Team-Committee M~~Members will be reimbursed by the ~~association~~Association for travel and incidental expenses associated with their service on the Executive ~~Team~~Committee.

A. **Executive ~~Team-Committee~~ Members.** The Executive ~~Team-Committee~~ ~~Members~~ shall consist of:

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

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

C. **External Executive ~~Team-Committee~~ Members.** Two (2) individuals who are not associated with a business that would qualify for regular membership in the ~~association~~Association shall serve as External Executive ~~Team-Committee~~ Members. The purpose of selecting External ~~Team-Committee~~ Members is to broaden the perspective and increase the effectiveness of the Executive ~~Team-Committee~~ by adding members with skills not necessarily possessed by ~~Regular-Regular~~ Executive ~~Team-Committee~~ Members. No professional who in his or her present regular course of business receives fees or compensation for services rendered to the ~~association~~Association or its member companies shall be eligible for service as an External Executive ~~Team-Committee~~ 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-Committee~~ from performing his or her duties on behalf of the ~~Association~~Association. External Executive ~~Team-Committee~~ Members may receive an honorarium, in an amount to be determined by the ~~Regular-Regular~~ Executive Team Members, for their service on the Executive ~~Team~~Committee.

D. **~~Chairman~~Chairperson of the Board.** The ~~Chairman~~Chairperson of the Board shall preside at all meetings of the ~~association~~Association and of

the Board of Trustees, and shall be entitled to vote at all such meetings. The ~~Chairman~~Chairperson of the Board shall be an ex-officio member of all teams and shall appoint the team leaders and members of standing, ~~action ad hoc~~, and/or special teams. Any ~~Chairman~~Chairperson 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~~Chairperson of the Board.** The Vice ~~Chairman~~Chairperson of the Board shall perform the duties of the ~~Chairman~~Chairperson of the Board during the ~~Chairman~~Chairperson of the Board's absence or inability to perform the same. In case of a vacancy in the office of the ~~Chairman~~Chairperson of the Board, the Vice ~~Chairman~~Chairperson of the Board shall perform the duties of the ~~Chairman~~Chairperson of the Board until such vacancy is filled. Any Vice ~~Chairman~~Chairperson 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~~Chairperson and Vice ~~Chairman~~Chairperson.** The ~~Chairman~~Chairperson of the Board and Vice ~~Chairman~~Chairperson of the Board shall serve a term of one (1) year.
- G. **Election of Executive ~~Team-Committee~~ Members.** Executive ~~Team-Committee~~ 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~~Association. The elections of Executive ~~Team-Committee~~ Members should be staggered so that no more than three Executive ~~Team-Committee~~ pPositions are up for election in any given year.
- H. **Election of ~~Chairman~~Chairperson of the Board and Vice ~~Chairman~~Chairperson of the Board.** The ~~Chairman~~Chairperson of the Board and the Vice ~~Chairman~~Chairperson of the Board shall be elected by the Executive ~~Team-Committee~~ Members.
- I. **Term of Service.** All Executive ~~Team-Committee~~ 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-Committee~~ Member may be elected to a succeeding term, provided that no elected Executive ~~Team-Committee~~ Member shall serve more than two (2) terms (or a period exceeding six (6) years) as an Executive ~~Team-Committee~~ Member.
- J. **Removal.** Any one or more of the Executive ~~Team-Committee~~ Members may be removed either with or without cause, at any time, by

recommendation of the Executive ~~Team-Committee~~ and subsequent approval by the Board of Trustees. The approval of the removal of an Executive ~~Team-Committee~~ 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-Committee~~ shall be filled by appointment by the Board of Trustees for the balance of the term left by the vacating Executive ~~Team-Committee~~ Member.
- L. Meetings.** The Executive ~~Team-Committee~~ shall meet at least four (4) times yearly. All Executive meetings shall be governed by Robert's Rules of Order.
- M. Quorum.** Five (5) members of the Executive ~~Team-Committee~~ shall constitute a quorum thereof.
- N. Voting.** Each Executive ~~Team-Committee~~ Member shall be a voting member of the ~~association~~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-Committee~~ shall only be accomplished by a supermajority two-thirds vote.

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

be executed. The President shall serve at the pleasure of the Executive ~~Team~~Committee.

Section 3. SECRETARY-TREASURER. The President of the ~~association~~Association shall employ and fix the compensation of a Secretary-Treasurer. The Secretary-Treasurer shall be the principal financial officer of the ~~association~~Association, and the President shall review the performance of the Secretary-Treasurer prior to the ~~a~~Annual ~~c~~Conference each year. The Secretary-Treasurer shall ensure that the President and all corporate employees handling funds or assets of the ~~association~~Association are bonded and may sign, with the President or any other proper employee of the ~~association~~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~~Committee, 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 ~~T~~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~~Committee to match candidates to serve as Regular and External Members of the Executive ~~Team~~Committee. 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~~Association.
- B. The Nominating Team shall vet potential candidates for the Executive ~~Team~~Committee 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~~Committee 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~~Committee.

B. The Budget & Finance Team shall be appointed by the ~~Chairman~~Chairperson of the Board and shall report to the Executive ~~Team~~Committee. In the event of a disagreement between the Budget & Finance Team and Executive ~~Team~~Committee, 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~~Committee 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~~Committee 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~~Association.

Section 8. AD-HOC ACTION TEAMS. The ~~Chairman~~Chairperson of the Board, the Executive ~~Team~~Committee, and ~~T~~T-~~eam~~eam ~~L~~Leaders may from time to time appoint or eliminate ~~ad-hoc~~action teams with such titles and duties as may be deemed appropriate and in the best interests of the ~~association~~Association. ~~Ad-hoc~~Action teams may make recommendations to the Executive ~~Team~~Committee or other teams, but do not have the authority to enter into commitments on behalf of the ~~association~~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~~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~~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~~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~~Association in an area may petition the Board of Trustees of the ~~association~~Association for authority to organize a chapter of the National Tooling and Machining ~~Association~~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~~Association. Each chapter shall be a separate legal entity responsible for its own actions, debts and obligations. The ~~association~~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~~Association, except that associate and honorary members of a chapter need not belong to the ~~association~~Association. If there are two or more adjacent chapters, the member may elect which chapter to join. The ~~association~~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 associationAssociation, and the Board of Trustees must approve these documents before the name “Chapter of the National Tooling and Machining AssociationAssociation” 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 associationAssociation 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 associationAssociation 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 associationAssociation, 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 associationAssociation’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 associationAssociation.

ARTICLE VII: DISSOLUTION

In the event of dissolution of the associationAssociation, all of the remaining assets and property of the associationAssociation 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 associationAssociation.

ARTICLE VIII: MEETINGS

Any meetings of the membership, Board of Trustees, or any team of the associationAssociation 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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CODE OF REGULATIONS
Amended October 23, 2015

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 Chairperson of the Board, Vice Chairperson of the Board, Regular Executive Committee Members of the Association or Team Leaders, 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 Chairperson of the Board, Regular Executive Committee Members of the Association or Team Leaders, 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 (5) 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 Committee 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 Committee 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 Committee 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 Committee Members, as defined in Article IV, Section 1(C).
- B. A trustee, alternate trustee, trustee-at-large, non-affiliated group trustee, or Executive Committee Member shall become ineligible to continue as trustee, alternate trustee, trustee-at-large, non-affiliated group trustee, or Executive Committee 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 Committee, 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 Chairperson 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. All Board of Trustee Members shall be permitted to attend and vote during all annual, fall, and special meetings via web presentation coupled with telephone conferencing or similarly acceptable electronic communications. All Board of Trustee Members attending meeting via web presentation coupled with telephone conferencing or similarly acceptable electronic communication shall be counted towards any Quorum requirements imposed by this Code of Regulations.

- 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 Chairperson 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 Committee. 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 Committee.
- 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 Chairperson of the Board is permitted to recognize team leaders who are not trustees to speak as part of the agenda. The Chairperson 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 Chairperson 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 COMMITTEE, CORPORATE OFFICERS, AND OTHER CORPORATE FUNCTIONAL TEAMS

Section 1. EXECUTIVE COMMITTEE. The Executive Committee shall consist of seven (7) individuals. During the interim between meetings of the Board of Trustees, the Executive Committee shall exercise the powers of the Board of Trustees, subject to the review of all Executive Committee actions at the next Board of Trustees meeting. The Executive Committee 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 Committee 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 Committee, see that all teams are functioning within their respective purposes and scopes, and see that matters are referred to the proper teams. The Executive Committee shall develop, update, and refine a Policy Manual for governance of the Association, which shall include a conflict of interest policy. The Executive Committee shall ensure that a strategic plan is in place for the Association. All Executive Committee Members will be reimbursed by the Association for travel and incidental expenses associated with their service on the Executive Committee.

A. **Executive Committee Members.** The Executive Committee shall consist of:

1. Regular Executive Committee Members

2. External Executive Committee Members
 3. The Chairperson of the Board
 4. The Vice Chairperson of the Board
- B. Regular Executive Committee Members.** Regular Executive Committee Members must meet the eligibility requirements outlined in Article III, Section 8(A). Only Regular Executive Committee Members are eligible to serve as Chairperson of the Board and Vice Chairperson of the Board.
- C. External Executive Committee 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 Committee Members. The purpose of selecting External Committee Members is to broaden the perspective and increase the effectiveness of the Executive Committee by adding members with skills not necessarily possessed by Regular Executive Committee 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 Committee 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 Committee from performing his or her duties on behalf of the Association. External Executive Committee Members may receive an honorarium, in an amount to be determined by the Regular Executive Team Members, for their service on the Executive Committee.
- D. Chairperson of the Board.** The Chairperson 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 Chairperson of the Board shall be an ex-officio member of all teams and shall appoint the team leaders and members of standing, action, and/or special teams. Any Chairperson 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 Chairperson of the Board.** The Vice Chairperson of the Board shall perform the duties of the Chairperson of the Board during the Chairperson of the Board's absence or inability to perform the same. In case of a vacancy in the office of the Chairperson of the Board, the Vice Chairperson of the Board shall perform the duties of the Chairperson of the Board until such vacancy is filled. Any Vice Chairperson 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 Chairperson and Vice Chairperson.** The Chairperson of the Board and Vice Chairperson of the Board shall serve a term of one (1) year.
- G. Election of Executive Committee Members.** Executive Committee 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 Committee Members should be staggered so that no more than three Executive Committee positions are up for election in any given year.
- H. Election of Chairperson of the Board and Vice Chairperson of the Board.** The Chairperson of the Board and the Vice Chairperson of the Board shall be elected by the Executive Committee Members.
- I. Term of Service.** All Executive Committee 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 Committee Member may be elected to a succeeding term, provided that no elected Executive Committee Member shall serve more than two (2) terms (or a period exceeding six (6) years) as an Executive Committee Member.
- J. Removal.** Any one or more of the Executive Committee Members may be removed either with or without cause, at any time, by recommendation of the Executive Committee and subsequent approval by the Board of Trustees. The approval of the removal of an Executive Committee 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 Committee shall be filled by appointment by the Board of Trustees for the balance of the term left by the vacating Executive Committee Member.
- L. Meetings.** The Executive Committee shall meet at least four (4) times yearly. All Executive meetings shall be governed by Robert's Rules of Order.
- M. Quorum.** Five (5) members of the Executive Committee shall constitute a quorum thereof.

N. Voting. Each Executive Committee 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 Committee 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 Committee 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 Committee 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 Committee, this Code of Regulations, or by Statute to be executed. The President shall serve at the pleasure of the Executive Committee.

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 Committee, 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 Committee to match candidates to serve as Regular and External Members of the Executive Committee. 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 Committee 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 Committee 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 Committee.
- B. The Budget & Finance Team shall be appointed by the Chairperson of the Board and shall report to the Executive Committee. In the event of a disagreement between the Budget & Finance Team and Executive Committee, 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 Committee 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 Committee 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. ACTION TEAMS. The Chairperson of the Board, the Executive Committee, and Team Leaders may from time to time appoint or eliminate action teams with such titles and duties as may be deemed appropriate and in the best interests of the Association. Action teams may make recommendations to the Executive Committee 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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The Values of NTMA

- Integrity in all we do
- Stewardship of the lives and assets in our charge
- Learning as individuals and working as teams
- Prosperity is earned and requires competitiveness
- Families are first priorities
- Suppliers and customers are vital partners, and we are both