

CODE OF REGULATIONS
Amended October 14, 2016

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: 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.

ARTICLE III: MEMBERSHIP

Section 1. MEMBERSHIP. The Board of Trustees shall have power to determine the classification and eligibility of applicants for membership. Each classification of membership shall be 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, installment payments may be established by the Board of Trustees.

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:

- Additive machining/manufacturing
- Design
- Die building
- Die building and production
- Mold building
- Mold building and production
- Precision fabricating
- Precision machining

Rapid prototyping
Special tooling
Special tooling and production
Special machine building
Special machine building and production
Such other activities as may be approved by the Board of Trustees

Section 3. NATIONAL ASSOCIATE MEMBERS. The maximum number of national associate members permitted in the organization shall not exceed 5 percent of the total regular membership, excepting temporary fluctuations in regular membership or as may be increased or decreased by the Board of Trustees from time to time. 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. 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.

National associate 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 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 Chairpersons 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. ACADEMIC MEMBERSHIPS.

- A. Students enrolled in metalworking and technological institutions such as colleges, universities, career technical education programs, or formal online training programs are eligible for individual student memberships.
- B. Individual Educators employed in metalworking and technological institutions such as colleges, universities, career technical education programs, or formal online training programs are eligible for individual educator memberships.
- C. Educational Institutions actively engaged in metalworking and technology oriented training and education such as colleges, universities, career technical education programs, or formal online training programs are eligible for educational institution memberships.

Student, educator, and 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 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.

Student, educator, and educational institution 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 6. APPLICATION FOR MEMBERSHIP. All applications for 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 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 7. 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 suspension or expulsion. The member shall receive adequate notice in writing of his or her delinquency prior to being suspended or expelled. The Board of Trustees shall be notified of a member suspension or expulsion by mail or e-mail in the periodic trustee letter or by announcement at a trustee meeting.

Section 8. 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 9. 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 10. 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.

Section 11. MEETINGS OF MEMBERS. In the event of a meeting of the membership, the meeting shall be governed by this Code of Regulations. The Chairperson of the Board or his or her designee (parliamentarian) shall rule on all parliamentary issues and may in his or her discretion consult Robert's Rules of Order or any other parliamentary materials in making his or her decision. The vote of the majority of the members present and voting at any regularly constituted meeting shall be the act of the members.

Section 12. NOTICE OF MEETINGS OF MEMBERS. Notice of all meetings of members shall be mailed or emailed to the members not less than thirty (30) days before any such meeting.

Section 13. 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 14. PROXIES. A member may be represented and vote by a written proxy; provided, however, that the holder of such written proxy shall be a regular member or an officer of a regular member of the Association and such proxy shall be filed by mail, email, or in person with the Secretary-Treasurer prior to the time set for calling the meeting to order.

Section 15. 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 Secretary-Treasurer.

ARTICLE IV: 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 with a minimum of eight regular members of the Association 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 and non-affiliated groups. A trustee-at-large and an alternate trustee-at-large shall be elected by a majority vote of the members in the geographic region.
- B. In the event that the place of a trustee-at-large or alternate trustee-at-large becomes vacant, the members of the affected geographic region shall be entitled to elect and certify a new trustee or alternate 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 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, at large region, or non-affiliated group 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 Association 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 IV, Sections 3(C), 4(B), 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. A non-affiliated group trustee and an alternate non-affiliated group trustee shall be elected by the regular members of the Association within the non-affiliated group.
- C. In the event that the place of trustee or alternate trustee representing the non-affiliated group becomes vacant, the affected non-affiliate group shall be entitled to elect and certify a new trustee or alternate to serve the unexpired term.

Section 8. ELIGIBILITY REQUIREMENTS.

- A. To be eligible for service as a trustee, trustee-at-large, non-affiliated group trustee, alternate, or Regular Executive Committee Member, a person shall be an owner or executive of a regular member or member of a group recognized pursuant to Article IV, 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 V, Section 1(C).

- B. A trustee, trustee-at-large, non-affiliated group trustee, alternate, or Executive Committee Member shall become ineligible to continue as trustee, trustee-at-large, non-affiliated group trustee, alternate, 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 IV, 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 IV, 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, trustee-at-large, non-affiliated group trustee, or alternate, the chapter, at large geographic region, or non-affiliated group shall be entitled to elect a replacement pursuant to the processes identified in Article IV, Sections 3(C), 4(B), and 7(C).
- D. All trustees are subject to this Code of Regulations.
- E. All new trustees shall be required to attend an orientation program which familiarizes them with this Code of Regulations, the policy manual for governance of the Association, and any other training which may be approved from time to time.

Section 9. MEETINGS OF THE BOARD OF TRUSTEES. The Board of Trustees shall meet at least twice annually at locations designated by the Chairperson of the Board.

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 trustees shall be permitted to attend and vote during all regular and special meetings via web presentation coupled with telephone conferencing or similarly acceptable electronic communications. All trustees attending a 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 this Code of Regulations. The Chairperson of the Board or his or her designee (parliamentarian) shall rule on all parliamentary issues and may in his or her discretion consult Robert's Rules of Order or any other parliamentary materials in making his or her decision. For all votes of the Board of Trustees, a quorum (Article IV, 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.
- B. Any resolution approved by the Board of Trustees involving the appropriation of funds shall become effective only when previously considered by the Budget and Finance Team and the Executive Committee. The budget shall not be subject to floor amendment and shall require an approval or rejection by the Board 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 with the approval of the Chairperson of the Board or when approved by motion of the Board of Trustees. The Chairperson of the Board is permitted to recognize team leaders, non-trustees, or non-members (e.g., auditors, lawyers) to speak so long as such speakers are part of the meeting agenda or when approved by motion of the Board of Trustees.

Section 10. ACTION BY UNANIMOUS WRITTEN CONSENT. 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. Fifty-one percent (51%) 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 or emailed 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 the Board of Trustees.

**ARTICLE V: 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;
- Assist and counsel in the management of the affairs of the Association and its executive office;
- Ensure that actions directed by the Board of Trustees are implemented;
- Work in conjunction with the Nominating Team to match candidates for service on the Executive Committee;
- Ensure that all teams under its jurisdiction are functioning within their respective purposes and scopes;
- Ensure that matters are referred to the proper teams;
- Develop, update, and refine a policy manual for governance of the Association, which shall include all policies recommended for good governance;
- Ensure that decisions made by the Executive Committee are summarized and provided to the Board of Trustees for ratification; and
- 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 shall meet the eligibility requirements outlined in Article IV, 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 Committee 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 voting member of all teams and shall appoint the team leaders and members of standing teams, except for the members of the Audit Team and the Governance & Compliance Team. 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 Committee.

- 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 Committee.
- 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 a meeting of the Board of Trustees and shall assume their duties on January 1 of the following year. The terms 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 newly elected and continuing service Executive Committee Members and shall assume their duties on January 1 of the following year. The results of each such election shall be reported to the Board of Trustees by mail or email.
- 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, to be extended only in situations outlined in Article V, Section 4(C).
- 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 pursuant to Article V, Section 4(C).
- L. Meetings.** The Executive Committee shall meet at least four (4) times annually. All Executive meetings shall be governed by this Code of Regulations. The Chairperson of the Board or his or her designee (Parliamentarian) shall rule on all parliamentary issues and may in his or her discretion consult Robert's Rules of Order or any other parliamentary materials in making his or her decision. In cases of unusual hardship, Executive Committee Members may be permitted to attend and vote during meetings via web presentation coupled with telephone conferencing or similarly acceptable electronic communications. Executive Committee Members attending a meeting via web presentation coupled with telephone conferencing or similarly acceptable electronic communication shall be counted towards any quorum requirements imposed by Article V, Section 1(M).
- M. Quorum.** Five (5) members of the Executive Committee shall constitute a quorum thereof. In the case of a vacancy or vacancies on the Executive Committee, four (4) members of the Executive Committee shall constitute a quorum.
- 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 IV, 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 directed by the Executive Committee or 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, Executive Committee, Member, and team meetings are recorded and categorized in a searchable fashion. 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 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. In the event a vacancy occurs on the Executive Committee, the Nominating Team shall work in conjunction with the Executive Committee to identify appropriate candidates to fill such vacancy. After an appropriate candidate is identified to fill a vacancy on the Executive Committee, the Executive Committee shall appoint the candidate to fill the vacancy which shall be approved or disapproved by the Board of Trustees within sixty (60) days. Each candidate appointed by the Executive Committee to fill a vacancy shall serve the balance of the term

left by the vacating Executive Committee Member, without said term being counted as one of the two terms of service contemplated by Article V, Section 1(I).

- D. All Nominating Team meetings shall be governed by this Code of Regulations. The Nominating Team leader or his or her designee (parliamentarian) shall rule on all parliamentary issues and may in his or her discretion consult Robert's Rules of Order or any other parliamentary materials in making his or her decision.

Section 5. BUDGET & FINANCE TEAM.

- A. 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 appeal directly to the Board of Trustees for resolution.
- B. All Budget & Finance Team meetings shall be governed by this Code of Regulations. The Budget & Finance Team leader or his or her designee (parliamentarian) shall rule on all parliamentary issues and may in his or her discretion consult Robert's Rules of Order or any other parliamentary materials in making his or her decision.

Section 6. AUDIT 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 Board of Trustees and may review all activities, including those of the Executive Committee.
- B. The Audit Team shall be responsible to recommend outside auditors to the Board of Trustees, to review the annual audit, to correct any deficiencies, to implement formal suggestions from the auditors, to review the IRS Form 990, and perform all other functions which are normally required by an auditing committee and which may be designated by the Board of Trustees from time to time.
- C. All Audit Team meetings shall be governed by this Code of Regulations. The Audit Team leader or his or her designee (parliamentarian) shall rule on all parliamentary issues and may in his or her discretion consult Robert's Rules of Order or any other parliamentary materials in making his or her decision.

Section 7. GOVERNANCE & COMPLIANCE TEAM.

- A. The Governance & Compliance Team shall be nominated by the Nominating Team and elected by the Board of Trustees. The Governance & Compliance Team shall report directly to the Board of Trustees and may review all activities, including those of the Executive Committee.
- B. The Governance & Compliance Team shall work in conjunction with the Executive Committee to develop, update, and refine a policy manual for governance of the Association, which shall include all policies recommended for good governance, including but not limited to a conflict of interest policy, a whistleblower protection policy, a document retention and destruction policy, a gift acceptance policy, and a joint venture policy. The Governance & Compliance Team shall work to ensure that the Board of Trustees and the Executive Committee are apprised of best practices in governance of non-profit corporations and engage in activities recommended for the best practice governance of the Association.
- C. The Governance & Compliance Team shall ensure that all amendments to this Code of Regulations and the policy manual for governance of the Association are implemented and appropriately communicated to the Board of Trustees, the Executive Committee, and employees of the Association. The Governance & Compliance Team shall ensure that all new trustees receive orientation which familiarizes them with this Code of Regulations, the policy manual for governance of the Association, and any other training which may be approved by The Governance & Compliance Team from time to time.
- D. All Governance & Compliance Team meetings shall be governed by this Code of Regulations. The Governance & Compliance Team leader or his or her designee (parliamentarian) shall rule on all parliamentary issues and may in his or her discretion consult Robert's Rules of Order or any other parliamentary materials in making his or her decision.

Section 8. FOUNDATION BOARD. 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 9. OTHER STANDING TEAMS AND BOARDS. The Executive Committee may from time to time appoint, create, or eliminate other teams or boards with such titles and duties as may be deemed appropriate and in the

best interest of this Association. All board creation or elimination shall be subject to the approval of the Board of Trustees.

Section 10. ACTION TEAMS. The Chairperson of the Board, the Executive Committee, and/or 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 VI: 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.

ARTICLE VII: CHAPTERS

Section 1. ORGANIZATION. A majority, but not less than eight (8), of the regular members of the Association in a geographic area may petition the Board of Trustees 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, after consultation with existing chapters in proximity. After receiving authorization, the chapter may operate as a Chapter of the National Tooling and Machining Association. Each chapter shall be a separate legal entity responsible for its own actions, debts and obligations and shall comply on an ongoing basis with the Association’s Code of Regulations, governance policies, and all other policies and rules of the Association as they may be established from time to time. 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. Regular members of the Association shall join any established chapter covering their geographic area. 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 a chapter and is otherwise qualified for membership under this Code of Regulations (Article III, Section 2), after consultation with the affected chapter.

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 shall approve these documents before the name “Chapter of the National Tooling and Machining Association” may be used. Any amendment(s) to these documents shall be submitted to the Board of Trustee for approval.

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 Board of Trustees if the chapter has ceased to comply with the provisions of this code or regulations, 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 VIII: 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. Dissolution may only occur after a special meeting of the Board of Trustees is held for the sole purpose of determining whether to dissolve the Association and upon a two-thirds (2/3) affirmative vote in favor of dissolution.

ARTICLE IX: 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 X: 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 shall 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 IV, 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 shall 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 III, Section 15. In case any such action is in conflict with an action of the Board of Trustees, the position taken by the membership shall prevail.

* * * * *

CL2:448054_v1