

BY-LAWS

ARIZONA TOOLING & MACHINING ASSOCIATION, INC.

ARTICLE I

Establishment

This organization was founded in 1972 as the Arizona Tooling & Machining Association, a chapter of the National Tooling & Machining Association. It is incorporated as a not-for-profit corporation under the laws of the State of Arizona.

ARTICLE II

Office

Section 1. The Principal Office. The principal office of the corporation shall be at the city of Phoenix in the County of Maricopa, State of Arizona.

Section 2. Other Offices. The corporation may maintain other offices either within or without the state of Arizona.

Section 3. Territory. The territory covered by this Association shall be the state of Arizona.

ARTICLE III

Statement of Mission

The mission of this corporation is to initiate and employ such activities and programs, which are appropriate to assist our members in achieving maximum business success within the framework of the free enterprise system. We join together for the purpose of participating in such collective activities as will enable our members to reach goals of manufacturing excellence, maximum productivity and world class quality.

ARTICLE IV

Membership

Section 1. Regular Members. Any business entity whose principal business is the designing, manufacturing, repairing, or assembling for sale of dies, jigs, fixtures, tools, molds, gages or special purpose machinery or who performs precision machining on a contract or custom basis is eligible to be a Regular Member of this Association provided such company is a member in good standing of the National Tooling & Machining Association.

Section 2. Accredited Representative. An "accredited representative" of a Regular Member firm must be an owner, corporate officer, manager, or other responsible executive of a Regular Member authorized to represent the member firm in all deliberations and actions of this Association.

Section 3. Associate Members. Any firm, person, corporation, or other business entity not eligible for regular membership, but which is regularly engaged in providing trade related services, equipment, or materials to the tool, die and precision machining industry is eligible to become an Associate Member of this Association. The term "tool and die industry" or "industry" shall include the designing, manufacturing, repairing or assembling for sale of dies, jigs, fixtures, tools, molds, gages, special purpose machinery and precision machined products. Associate members shall constitute no more than fifty percent (50%) of the regular membership and are not required to be members of the national association. Associate members may be appointed to committees as chairpersons or members but may not serve on the Board of Directors. Associate

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membership status shall be on a year-to-year basis, to be renewed or terminated annually by the Board of Directors.

Section 4. Educator Membership

- 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/Education Institution members shall be entitled to receive such publications and services of the association as the Board of Directors shall designate, either specifically or by general category, to attend general membership meetings of the association and, upon the invitation of an officer of the association or Team leader, shall be permitted to attend board meetings or Team meetings respectively.

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

Section 5. 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 may 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. Notwithstanding, the above, all Past Presidents/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 6. Application for Past Service Membership - All applications for Past Service Membership shall be submitted to the President of the association, either verbally or in writing. The President will present the name and address of the applicant at the next meeting of the Board of Directors for consideration. Upon the affirmative vote of 2/3 of the board of directors 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. Voting. Only regular members may vote and only one (1) vote may be cast by each member firm, which shall designate the person who is authorized to vote. Proxy voting shall be permitted on substantive issues. A proxy shall be signed with the name of the member and its accredited representative and shall be received by the Secretary of the Association prior to the meeting at which a vote is to be taken. Mail votes are permitted and may be used when deemed appropriate by the Board of Directors.

Section 8. Election of Members. - To be accepted as a member, an applicant must be reviewed by the Board of Directors. Whoever solicits new members is responsible for informing applicants

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that they will not be accepted until reviewed by the Board.

Section 9. Termination of Membership - Membership in the Corporation may be terminated in the following manner:

- a. Resignation. - Members may resign by giving written notice to the secretary and satisfying all financial obligations to the local and national associations.
- b. Disqualification. - When a member ceases to fulfill the Qualifications for membership as specified in Sections 1 or 3 of this Article, the Board of Directors shall terminate such membership.
- c. Suspension and Expulsion. - Members may be suspended or expelled for cause with the concurrence of eight (8) or more members of the Board of Directors. Cause includes such things as violation of the by-laws or other regulations of the Association; conduct prejudicial to the best interests of the industry or failure to pay obligations owed to the local or national association. Any member suspended or expelled by action of the national association shall automatically be suspended or expelled from this Association.

Section 10. Limitations of Liability - A termination of membership, regardless of how occurring, shall not obligate the corporation in any way. Each member is received into the corporation with the express understanding that membership has no real or intrinsic value and conveys no property rights to a member.

ARTICLE V

Dues

Section 1. Annual Dues. The annual dues for each Regular Member and each Associate Member shall be set by the Board of Directors.

Section 2. Quarterly Installments. The annual dues for each Regular Member shall be paid in advance in quarterly installments.

Section 3. Annual Payments. The annual dues for each Associate Member shall be paid in advance in one annual payment.

Section 4. Fiscal Year. The fiscal year shall be from January 1 through December 31.

ARTICLE VI

Membership Meeting

Section 1. Annual Meeting. There shall be an Annual Meeting of the members of the Association in January of each year for the installation of the Board of Directors and Officers and for receiving annual reports and for transacting such other business as may be appropriate. Ten (10) days prior to said meeting. Board of Directors shall give written notice to members of the time and place of the meeting.

Section 2. Regular Meeting. Regular meeting of the members for any purpose or purposes whatsoever may be held when called by the President or by the majority of the Board of Directors or by not less than fifty percent (50%) of the regular members at the time and place selected by those calling the meeting. Calls for regular meetings of the members shall state the time and place of the meeting.

Section 3. Special Meeting. Special Meeting of the members may be called by the President or

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by a majority of the Board of Directors, or by not less than fifty percent (50%) of the regular members for any purpose or purposes whatsoever, at a time and place selected by those calling the meeting. Calls for special meetings of the members shall state the time and place of the meeting.

Section 4. Quorum. Fifty percent (50%) of the members of the corporation present in person or by proxy at any membership meeting shall constitute a quorum for the transaction of any and all business unless otherwise required by law.

Section 5. Closed Meetings. The Board of Directors may call for business meetings open only to accredited representatives of regular members.

Section 6. Presiding Officer. The President and Secretary of the corporation shall act as chairperson and secretary respectively of all meetings of the members of the corporation, unless the members at the meeting shall otherwise determine.

ARTICLE VII
Order of Business

Section 1. Order of Business. Order of business shall be determined by the President.

Section 2. Regular Meetings. Regular meetings shall ordinarily include some or all of the following items:

- a. Call to Order
- b. Quorum Check
- c. Treasurer's Report
- d. Reading of Communications
- e. Reports of Committees
- f. Report of NTMA Trustee
- g. Program
- h. Unfinished Business
- i. New Business

ARTICLE VIII
Board of Directors and Officers

Section 1. Eligibility - A director must be an accredited representative of a regular member firm. Only one individual from a member firm may serve on the Board at a time.

Section 2. Number, Qualification and Term. The business and affairs of the corporation shall be vested in, controlled and conducted by a Board of Directors consisting of eleven (11) persons to include the President, Vice President, Secretary, Treasurer, Trustee and six additional directors. Nominations for the new board shall be by a nominating committee appointed by the President, which shall report its nominations to the general membership during the month of September. Additional nominations may be made by the regular membership meeting in that month. Regular members shall elect members of the board by mail ballots during the month of ~~October~~ September. Each director shall serve a term of three years.

Section 3. Election of Officers. During the ~~November~~ October regular meeting of the Board of Directors, the newly elected directors shall be present and shall, as the new Board, elect their new officers consisting of:

- a. President

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- b. Vice President
- c. Secretary
- d. Treasurer
- e. Trustee
- f. Alternate Trustee

All other business at this meeting shall be conducted by the outgoing board.

Section 4. Tenure. - The Board of Directors and elected Officers shall serve from the date of the Annual Meeting in January until their successors are chosen and installed.

Section 5. Associate Representative – Associate Members, by mail ballot, shall elect one of their members to serve as Associate Representative on the Board of Directors, representing the interests of all Associates, without vote.

ARTICLE IX
Directors' Meetings

Section 1. Regular Meetings. The Board of Directors shall meet on a monthly basis prior to the regular membership meeting or activity to transact any and all business of the corporation. Notice of the meeting time and place and an agenda shall be distributed to the Board Members three (3) days prior to the meeting.

Section 2. Special Meetings. Special meetings of the Board of Directors may be held at any time at the call of the President or, if the President is absent or unable to act or shall refuse to act, by the Vice President or any four (4) directors and notice thereof, specifying the purpose of such meeting, shall be given by the Secretary.

Section 3. Notice of Special Meetings. Notice of special meetings specifying the time and place of the meeting shall be given to each member at least three (3) days prior to said meeting.

Section 4. Special Meetings Upon Waiver. The Board of Directors may meet at any time and place for any purpose whatsoever upon the unanimous consent in writing of the directors.

Section 5. Vacancies. - Vacancies on the Board of Directors or in any office, however arising, shall be filled by the remaining directors, even if a quorum does not exist.

Section 6. Quorum. - A majority of the directors shall constitute a quorum for the transaction of business, and unless required by law or by these by-laws, every act or decision done or made by the majority of the directors present at any meeting duly and regularly held at which a quorum is present shall be effective and binding for all purposes.

Section 7. Seat Vacated. Six (6) members of the Board may declare a seat on the Board of directors Vacant for such reasons as frequent inexcusable absences, lack of interest or other cause.

ARTICLE X
Powers and Duties of Board of Directors

Section 1. Powers and Duties. The Board of Directors, subject to the provisions of any law, the Articles of Incorporation or these by-laws, shall have the authority:

- a. To prescribe the qualifications and the requirements of membership and review all applications for membership.

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- b. To select, appoint and remove at will all agents and employees of the corporation and to prescribe the duties and delegate such powers to the officers, agents and employees of the corporation as may be necessary and required in the transaction of the business of the corporation and not inconsistent with these by-laws;
- c. To fix the compensation, when appropriate, of any and all officers, agents and employees and to require security for the faithful performance of their duties.
- d. To borrow money and to make and issue notes, bonds and other negotiable and transferable instruments, mortgages, deeds of trust and trust agreements, and to do every act and thing necessary to effectuate the same;
- e. To procure, adopt, amend, rescind from time to time such equitable uniform rules and regulations as in their discretion may be necessary and desirable for the conduct of the business and affairs of the corporation and to prescribe penalties for the breach thereof;
- f. To fix a schedule of charges to be paid, when appropriate for any facilities or services furnished by the corporation.
- g. To exercise overall responsibility for the operation of the chapter's training facility, Precision Machining Institute, and to appoint the members of its Board of Trustees.
- h. The Board of Directors may employ a competent public accountant or auditor to make a detailed examination and audit of the books and accounts of the corporation and to render a report in writing in respect thereto which said report shall be submitted to the members of the corporation.

ARTICLE XI

Officers

Section I. President. The President shall be the chief executive and administrative officer of the corporation and as such shall make every effort to promote the welfare of the Association and to increase its usefulness to all members. The President should preside at all meetings of the Association and the Board of Directors shall perform such other duties as may be determined by the Board.

Section 2. Vice President. The Vice President shall perform the duties of the President in his/her absence, or in case of a vacancy in the office of President, until such time as the vacancy is filled. The Vice President shall perform such other duties as directed by the President.

Section 3. Treasurer. The Treasurer shall keep an account of all Moneys received and expended by the Association, and shall make disbursements authorized by the Board. He/she shall deposit all sums received in a bank or banks approved by the Board of Directors and shall make a report at the Annual Meeting and when called upon by the President. Funds may be drawn only upon the signature of the Treasurer and/or such other officer as may be designated by the Board of Directors. The funds, books and vouchers shall be subject to verification and inspection of the Board of Directors at all times. At the expiration of his/her term of office, the Treasurer shall delivery to his/her successor all records, Moneys and property belonging to the Association. The Treasurer shall submit an annual financial statement of his/her accounts paid for by the Association. The Treasurer shall submit monthly financial statement at all regular Board meetings.

Section 4. Secretary. The Secretary shall be responsible for keeping the minutes of all meetings of the Association, at which official business is conducted, and of meetings of the Board of Directors, and shall be custodian of all records, applications and membership records, and shall issue all notices and perform such other duties as may be required by the directors. The Secretary

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shall perform duties with the assistance of the Executive Director.

Section 5. Executive Director. The Board is authorized to engage the services of an Executive Director who shall perform all of the routine administrative work required by the President and the Board. The Executive Director shall work under the general direction of the President.

ARTICLE XII

Committees

Section I. Appointment of Committees. The Board shall appoint such committees, as it deems necessary and proper to conduct the business of the Association.

Section 2. Committee Chairpersons. Committee Chairpersons shall be appointed by the President with the approval of the Board.

ARTICLE XIII

Amendments

These by-laws may be amended in whole, or in part, by a two-thirds (2/3) vote of the regular members present at any duly announced meeting of the Association at which a quorum is present, provided the proposed change has been make known to the membership in writing at least thirty (30) days prior to such vote.