

# **BYLAWS OF THE TOOL, DIE & MACHINING ASSOCIATION OF WISCONSIN**

## Article I - Definitions

### Section 1.

The term "Tool & Die Industry" or "Industry" includes the designing, manufacturing, repairing or assembling for sale special dies, jigs, fixtures, cutting tools, molds, gages, special-purpose machinery and machining services.

### Section 2.

An "accredited representative" of a Regular Member must be an owner, or one person appointed by the owner(s), of a Regular Member Shop and is authorized to represent the member in all proper deliberations and actions of this Association. The person appointed by the owner must be on record with the Association Executive Secretary.

### Section 3.

All member shops must conduct their day-to-day business affairs in an open and ethical manner, in order to attract good workers, sell to more customers, and serve as an example to community, schools, etc. The attached Code of Ethics is subscribed to by all members.

## Article II - Membership

### Section 1.

Regular Members - Any Wisconsin-based, closely-held, independent firm, corporation or business entity regularly engaged in the business (on a contract basis) of designing or manufacturing for sale special dies, fixtures, cutting tools, molds, gage or special-purpose machinery, or doing machining shall be eligible to be a Regular Member of this Association.

### Section 2.

Honorary Members - Any individual, who by virtue of outstanding service of accomplishment has rendered valuable aid to the industry, may at the discretion of the Membership be made an Honorary Member and may attend meetings and all functions of the Association but may not vote or hold office. Honorary Members will not be liable for any dues or assessments. Honorary Memberships will be reviewed regularly by the Membership Committee.

### Section 3.

Representation - A Regular Member Shop is entitled to representation by any accredited representative at all regular meetings and activities of the Association in accordance with the provisions at the time concerning costs of extra representatives and allowances for expenses from the treasury.

### Section 4.

Voting - Only Regular Members in good standing may vote and only one (1) vote may be cast by each member which shall designate the person who is authorized to cast the vote.

### Section 5.

Election of Members - Applications for membership must be submitted in writing on an approved TDMAW application form. Eligibility and recommendation for membership must be approved by a two-thirds majority of the Membership Committee. The Committee will then submit its recommendation to the TDMAW Board of Directors for their majority approval. Upon the Board's approval, all current members will be notified in writing and given 30 days to submit written objection. If no objections are received, the candidate will be notified upon approval of membership. Payment of prorated annual dues will be issued. Once payment is received, the candidate shall become a Regular Member. Objection(s) to candidate(s) approval will be reviewed by the Membership Committee.

### Section 6.

Resignation - Any member at any time may give written notice to the Secretary of intention to withdraw from membership. Such notice shall be presented at the next Association meeting, and if the resignation is accepted, it shall be effective upon fulfillment of all financial obligations to this Association to the date of notice of withdrawal.

### Section 7.

Cancellation of Membership - Cancellation of membership shall be considered for any of the following reasons:

a) Non-payment of dues. - After January 31st, non-payment of dues for the current year will be considered sufficient cause to cancel a membership. This date may be extended at the discretion of the board.

b) Change of ownership status. If the ownership status of a Membership Shop changes, establishing doubt as to continued eligibility, the Membership Committee will investigate and recommend appropriate action to the Association.

c) Conduct Detrimental to the Legitimate Interests and Lawful Objectives of the Association. That upon complaint raised at any General Meeting, the General Membership may by two-thirds vote of the members present suspend membership of the subject member. Said suspended member shall then have a right to appeal such suspension at the next two (2) General Membership Meetings. Should said member be unsuccessful in such appeal or fail to appeal, then said member's membership shall be canceled upon a two-thirds vote of the members present. In the event a two-thirds vote is not obtained, then such membership shall be reinstated.

#### Section 8.

Retired Membership - A representative of a Member company who is retiring from that company may ask the Membership Committee to consider retired membership status. By a majority vote of the Regular Members represented at any scheduled meeting, a retired membership status can be granted. Retired Members shall be entitled to the same privileges as Regular Members. Voting rights, however, are not a privilege of Retired Members.

#### Article III - Dues & Assessments

##### Section 1.

Regular Members - The annual dues for the Regular Members shall be payable in advance. In the case of a Regular Member joining during the year, the dues for that Member will be prorated as follows:

- a) Joining the Association during the period of January 1 to June 30, full payment of annual dues is required.
- b) Joining the Association during the period of July 1 to December 31, two-thirds of the annual dues will be required.

The Membership year commences January 1 and terminates December 31.

If a change in dues or a moratorium thereof becomes desirable or it appears necessary to levy an assessment on members, the Board shall notify all members in writing before submitting it to the membership for approval at a specified meeting. Such approval may be given by a two-thirds majority vote of the Regular Members present.

##### Section 2.

Honorary Members - There shall be no dues for Honorary Members.

##### Section 3.

Retired Members dues shall be 2/3 the cost of Regular Member dues.

#### Article IV - Meetings

##### Section 1.

Annual Meeting - One regular meeting of the Association shall serve as the special Annual meeting when the Regular Membership of the Association shall elect the five (5) members who shall serve as the Board of Directors of this Association for one (1) year, beginning in January at the first regular meeting, or until their successors have been duly elected and installed. 2. The Board proposes a verbiage change to open membership to a broader range of manufacturers.

##### Section 2.

Regular Meetings - There shall be regular monthly meetings of the membership. Notice of the time, place and agenda shall be mailed to each Regular Member at his or her last recorded address at least five (5) days in advance of each meeting. In the event of a holiday or for other imperative reasons, the Board shall set an alternate date or may cancel a meeting.

##### Section 3.

Quorum - Fourteen Regular Members in attendance shall constitute a quorum at any meeting. Absentee ballots are encouraged, and will be counted if the meeting attendance requirement is met.

##### Section 4.

Attendance - Only accredited representatives of Regular Members, Retired Members and Honorary Members, approved by the Board of Directors, shall be eligible to attend meetings of the Association.

#### Article V - Board of Directors and Officers

##### Section 1.

Eligibility Requirements - To be eligible for service as a Director or Officer of this Association, a person must be an owner or an Accredited Representative of a Regular Member Shop of this Association in good standing.

##### Section 2.

Board of Directors - The Board of Directors shall be elected at the regular December meeting of this Association and shall consist of five (5) Regular Members and representatives in good standing. Nomination of Directors shall be made

by a duly appointed Nominating Committee. Directors shall hold office for one (1) year beginning in January at the next regularly scheduled meeting, or until their Successors have been duly elected and installed.

#### Section 3.

Officers - There shall be five (5) officers of the Association consisting of Chairman of the Board, President, Vice President, Secretary and Treasurer. They shall be elected by the Board of Directors from amongst themselves immediately after their election; term of office shall be for one (1) year.

#### Article VI - Responsibilities of Officers

##### Section 1.

Board of Directors - The management, affairs and business of the Association shall be vested in the Board of Directors. Board of Directors meetings may be called from time to time as needed. A majority of the Board of Directors constitutes a quorum.

##### Section 2.

Chairman of the Board - The Chairperson shall conduct a meeting of the newly elected Board of Directors for the purpose of reviewing the Bylaws and Duties of Officers. This meeting is to take place after the election of a new Board of Directors and before the next scheduled regular membership meeting. The Chairman of the Board shall replace the Office of President if such vacancy occurs.

##### Section 3.

President - The President shall conduct at all regular meetings, represent the Association in any appropriate activities and appoint committees, both standing and ad hoc, and shall direct the activities of the Association.

##### Section 4.

Vice President - The Vice President shall act in the place of the President whenever the President is unable to perform his or her functions.

##### Section 5.

Secretary - The Secretary shall keep the minutes of all meetings, read the previous minutes at regular meetings and handle any correspondence necessitated by the Association's activities.

##### Section 6.

Treasurer - The Treasurer shall keep accounts of all income and expenditures, advise the Association members of the financial situation of the Association and receive income and pay bills as required by the normal activities of the Association and will also be Chairperson of the Budget Committee.

##### Section 7.

Executive Secretary - An additional office of Executive Secretary may be created by vote of the membership in regular meeting, with duties as assigned by the Officers or Committee Chairpersons.

#### Article VII - Committees

Selection of Committees - The Board of Directors or President shall appoint chairpersons. Duties of Chairpersons: Conduct committee meetings as deemed necessary and keep the President informed of meeting substance. Committees shall be composed of three or more persons and are as follows:

##### Section 1.

Nominating Committee - This committee, consisting of at least three (3) persons, shall elect candidates for directors, after careful consideration of their qualifications for office and securing their agreement to serve.

##### Section 2.

Membership Committee - This committee, consisting of at least four (4) Regular Members, shall determine whether candidates for membership meet the Association's eligibility requirements and then process memberships in accordance with these bylaws.

##### Section 3.

Entertainment Committees - These committees shall plan and present to the membership such programs of entertainment as shall be requested by the Membership in regular meetings such as the Post Holiday Party, June Outing, and Winter Retreat.

##### Section 4.

Apprenticeship Committee - This committee shall make recommendations and operate any programs concerned with apprenticeship and training.

##### Section 5.

Insurance Committee - This committee will monitor and supervise the Association's insurance programs and will advise and report to the members in regular meetings, or at special meetings, any information germane to insurance issues.

Section 6.

Program Committee - This committee has the responsibility of planning programs for the regular meeting.

Section 7.

Legislative Committee - This committee is charged with the responsibility of monitoring current proposed legislation at all levels of government, advising the Membership when such proposed legislation will affect the industry and recommending appropriate action.

Section 8.

Budget Committee - This committee shall consist of all committee chairs that anticipate income and/or expenses for their committee during the next calendar year, January 1 through December 31. Each committee budget estimate shall be presented to the Treasurer by the October regular membership meeting. The annual itemized budget shall be presented by the Treasurer for approval at the November general membership meeting each year.

Section 9.

Group Buying Committee - This committee locates, maintains, and monitors special relationships with preferred suppliers which offer unusual benefits to members and to the Association.

Section 10.

Promotions Committee - This committee works to make our industry more attractive to parents, students, and schools. The objective is to attract workers for employment opportunities.

Article VIII - Amendments

These bylaws may be amended, repealed or altered in whole or in part by a two-thirds affirmative vote of the TDMAW Board of Directors, provided that a written notice of the proposed changes have been sent to the entire Membership at least ten (30) days prior to the Board's final approval.

This body of bylaws, having been adopted by the Association by a majority vote as of October, 1987, provides the rules for the regular operation of the Tool, Die & Machining Association of Wisconsin. In case of conflict these bylaws take precedence over the original Articles of Organization.

Record of prior Bylaws Amendments: Article 2, Section 8, amended November 1993.

Article II, Sections 5 and 8; Article III, Section 3; Article IV, Sections 3 and 4; Article V, Section 3; Article VI, Sections 1 and 2, Sections 4 through 7; Article VII, Sections 1, 4, and 9 amended October 1995.

Article I, Section 7; Article IV; Section 1; Article V, Section 2; Article VII, Sections 1, 5, 8, 9, 10, amended April 1, 1997.

Article I, Section 2 and Article II, Section 3, amended May 4, 1999.

Article II, Section 7.a: Article VI, Section 4 and 5, amended December 3, 2002.

Article II, Section 1 and Article IV, Section 3, amended May 2, 2006.

Article II, Section 1 and Article IV, Section 3, amended March 6, 2007.

Article IV, Section 3, amended February 5, 2008.

Article II, Section 5, Article IV, Section 1, Article VIII, amended October 6, 2009.

Article V, Section 1, amended on November 19, 2009