

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 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. The current Member capabilities list shall be used as a guideline.

Section 2.

Honorary Members - Any individual, age 75 or older, who by virtue of outstanding service of accomplishment has rendered valuable aid to the industry, may at the discretion of the Board of Directors be made an Honorary Member and may attend meetings and all functions of the Association but may not vote or hold office.

Qualifications of an Honorary Member are:

- Currently a Retired TDMAW member
- Served on the TDMAW Board of Directors during his/her tenure as a Regular member

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 must be submitted in writing and identify which line item(s) from the current Membership Capabilities List are applicable to the applicant. 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. Assessments will be set by the Board of Directors.

Section 3.

Retired Members dues and assessments will be set by the Board of Directors.

Article IV - Meetings

Section 1.

Annual Meeting - At the Annual meeting, 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, or until their successors have been duly elected and installed.

Section 2.

Regular Meetings - There shall be periodic meetings of the membership. Notice of the time, place and agenda shall be communicated to each 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 regular meeting.

Section 4.

Attendance - Only accredited representatives of Regular Members, Retired Members, and Honorary Members shall be eligible to attend regular meetings of the Association. Limited guest privileges may be granted with prior approval from the President for the purpose of facilitating the growth, knowledge and integrity of the association's membership. Absentee ballots are encouraged and will be counted if the meeting attendance requirement is met.

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 a annual meeting of this Association and shall consist of five (5) Regular Members or Accredited Representatives in good standing. Nomination of Directors shall be made by the Nominating Committee. Directors shall hold office for one (1) year, 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 determined by the Board of Directors from amongst themselves.

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 an orientation meeting of the newly elected Board of Directors for the purpose of reviewing the Bylaws and Duties of Officers. The Chairman of the Board shall replace the Office of President if such vacancy occurs.

Section 3.

President - The President shall conduct all regular meetings and shall direct and represent the activities of the Association. The President shall appoint chairpersons. The President may appoint a liaison or special representative on an as needed basis.

Section 4.

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

Section 5.

Secretary - The Secretary shall review the minutes of all meetings and handle any correspondence deemed necessary by the President.

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

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 shall select candidates for directors, after careful consideration of their qualifications for office and securing their agreement to serve.

Section 2.

Membership Committee - This committee shall determine whether candidates for membership meet the Association's eligibility requirements and then process memberships in accordance with these bylaws.

Section 3.

Events Committee - This committee shall plan events such as the Post Holiday Party, June Outing, and Winter Retreat.

Section 4.

Apprenticeship Committee - This committee shall report and make recommendations concerning 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.

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 legislation. The committee will advise the Membership when such proposed legislation affects the industry and recommends 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 for presentation at the October regular membership meeting. The annual itemized budget shall be presented in mid-October. Membership will vote on approval by November 1st 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.

Section 11.

Ad hoc Committee - The Board of Directors may create and direct committee(s), or assign a special representative(s), as needed.

Article VIII - Amendments

These bylaws may be amended, repealed or altered in whole or in part by a four out of five 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 thirty (30) days prior to the Board's final vote. Member suggestions, challenges or objections to a proposed bylaw change must be submitted in a written statement to the Board of Directors within 30 days. This body of bylaws provides the rules for the 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

Article II, Sections 1, 2, 5; Article III, Sections 2, 3; Article IV, Section 1, 2, 3, 4; Article V, Section 2, 3; Article VI, Sections 2, 3, 4, 5; Article VII, Sections 1, 2, 3, 4, 5, 7, 8 & Section 11 (new bylaw); Article VIII, amended January 10, 2011