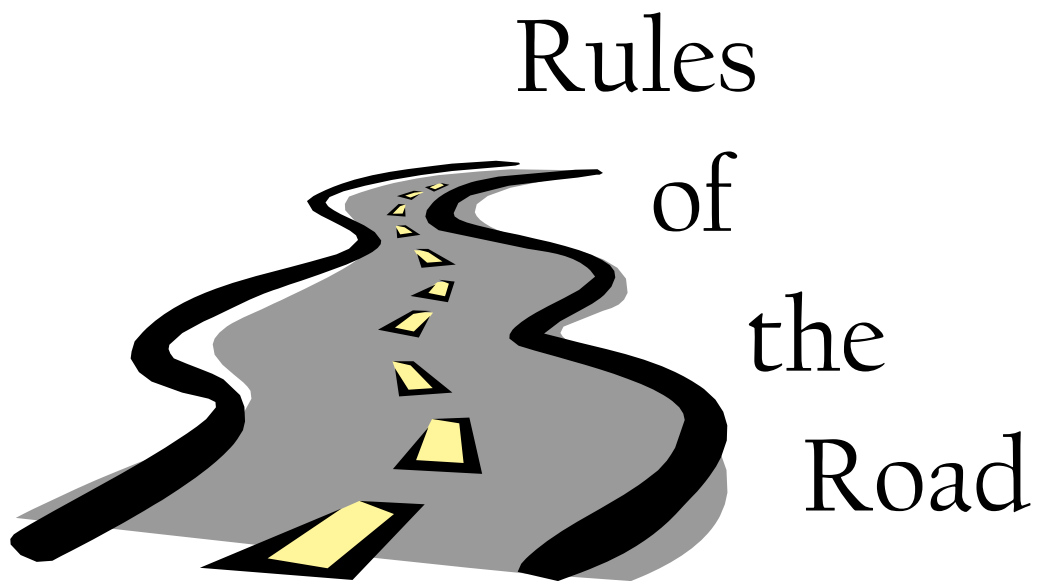


**Tool, Die & Machining
Association of Wisconsin**



Procedural Guidelines
for Managing Meetings and Committees.

Tool, Die & Machining Association of Wisconsin

Rules of the Road

General Outline of Procedures and Responsibilities for Members, Committees, Chairpersons and Board of Directors.

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I. Board of Directors

Bylaws: Article V, Section 2. 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.

Comment: In September/October the President appoints a Nominating Committee Chair, who then forms a committee (to be made up of past presidents) to solicit input from all members about candidates who are willing to serve as Directors. A proposed slate is recommended at the November meeting. At the December meeting, members vote on the slate; nominations from the floor are also accepted. Each of the new Directors must be the designated voting representative of the member company. Retirees are non-voting members; therefore not eligible to be directors.

A. Composition of the Board

Bylaws: Article V, Section 3. 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 year.

The Board assigns positions according to individual talent and preference. Experience is a major factor; both professional/business and other Association involvement.

B. Responsibilities

The Board manages the business and affairs of the Association. They regularly review the progress of committee projects, establish and adjust budgets as deemed necessary, consider new issues, authorize public statements, and set the agenda for regular monthly meetings.

The Board determines the policy when a second signature will be required on signing checks.

All Board members are expected to attend every regular monthly membership meeting, plus all Board meetings.

One Board member should sit on each committee. (*See II.A. General responsibilities of Committee Chairs.*) They keep the President informed about all key committee issues, including non-attendance. The Vice President, Secretary, and Treasurer chair specific committees.

The Board of Directors sets the criteria for scholarships gifted to the TDMAW. The Board also determines the recipient(s); an ad-hoc committee may be formed, as needed, to assist.

Member ethics issues/complaints are the responsibility of the Board of Directors to resolve. Discussions on ethics are handled with extreme discrepancy to avoid possible litigation.

Board Spending Policy: The Board of Directors is allowed to spend a maximum of \$5,000 per non-budgeted item.

C. Board Meetings

There are at least four Board meetings each year. The first is held in December or January. The purpose is to familiarize the new Board with bylaws, rules, and procedures; with the current status/progress of all committees; and any other key issues.

The second meeting is held in April to review the overall "big picture" for the Association. Committee reports and performance measurements are reviewed. Changes to Rules and Bylaws are considered.

The third Board meeting is held in July or August to review committee reports and general progress. Budget revisions may be considered, as well as other topics.

The fourth meeting is held in October to approve the proposed budget and overall status of the Association. Committee reports and performance measurements are reviewed.

D. Job Descriptions

1. Chairman of the Board

Bylaws: Article VI, Section 2. 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.

The Chairman of the Board works with the Executive Secretary to organize all Board meetings, provides an agenda for each meeting, and presides over the meetings.

The Chairman is usually an experienced, respected member who has been seen to use good conservative business judgment in the past. The Chairman is typically, but not always, the immediate past President.

2. President

Bylaws: Article VI, Section 3. 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.

The President directs the day-to-day activities of the Association (approving the newsletter, as needed, and approving the agenda for the monthly meetings.) He/she reviews committee reports and requests, taking action as necessary to involve the Board. The President is not expert on all issues, and often refers questions or proposals to the appropriate Committee or Officer. To maintain contact with all Association functions the President receives agendas and minutes of all meetings. He/she may attend any committee meeting, or appoint one of the Board to attend in his place. The President has the authority to sign documents on behalf of the Association. (*See Section I.B.*)

He/she appoints and replaces committee chairpersons, and describes what needs to be done, so that the committee has a good focus. (*See II.A.*)

The president is the spokesperson for the Association, though the Board always approves any public statements. The President may also appoint another member to act as spokesperson for a particular issue—especially a committee chair.

The President always briefs the Vice President on the current status of all issues, so the VP can act as President if necessary.

The President can sign Association checks, in the absence of the Treasurer and/or when two signatures are required. (*See Section I.B.*)

3. Vice President

Bylaws: Article VI, Section 4. The Vice President shall act in the place of the President whenever the President is unable to perform his or her functions and will also be the chairperson of the Program Committee.

The Vice President has the responsibility to work closely with the president, and to be familiar with all major issues concerning the association.

The Vice President always briefs the President when unable to attend a regular meeting, since he/she presides when the President is absent.

4. Secretary

Bylaws: Article VI, Section 5. 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 and will also be Chairperson of the Legislation Committee.

Correspondence is received by the Executive Secretary at the Association's administrative office. (This policy was established since the Association's address remains a constant regardless of board service.) The Executive Secretary contacts the President for approval on correspondence that requires action.

The Executive Secretary writes the minutes for monthly general meetings, obtains approval from the Secretary, and publishes the minutes in the association newsletter. The President asks for approval of the minutes at the following monthly meeting.

5. Treasurer

Bylaws: Article VI, Section 6. 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.

The Treasurer is responsible for keeping records and signing checks for approved invoices as presented to him/her by the Executive Secretary. The Treasurer reviews and approves financial analyses, and advises the Board on financial matters. The Treasurer must maintain a file chronologically documenting/accounting for every check written by the association.

The Budget Committee includes all committee chairs, and prepares the annual budget in September.

6. Executive Secretary

Bylaws: Article VI, Section 7. 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.

Comment: The Board has chosen to contract with a professional office service which specializes in Associations like ours, and works closely with the Board and all committee chairs.

Duties and Responsibilities:

The Executive Secretary mails dues invoices and reminders, handles all accounts payable and receivable, prepares tax data; keeps TDMAW financials up to date, prepares budget analyses for the Treasurer. He/she also sets up all meetings (both regular monthly meetings and Committee); publishes the newsletter; maintains a central administrative office; and performs miscellaneous member services. A complete job description is in Appendix A.

II. Committees

Bylaws: Article VII, 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.

Virtually all the activities take place in one or another committee. Typically, members become part of a committee by mentioning an interest to the committee chair, usually at the regular monthly meetings. Retirees may be members of a Committee, and/or serve as committee chair. Though retirees do not vote at monthly meetings, they do vote in committees, and perform all other activities.

A. General responsibilities of Committee Chairs.

Bylaws: Article VII. 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.

1. Committee chairs must identify and select committee members who are both qualified and willing to serve. Chairs may add to their committee or select members as necessary. Each committee has (3) three or more members, including the chair.
2. With the approval of the President, a committee chair may choose a co-chair to share tasks, reports, visits, etc.-However, the appointed chairman is responsible for committee actions.
3. As leader, the chair sets goals of the committee and calls committee meetings. Through the administrative office,- the chair determines meeting schedule, location of meeting and duration of meeting, provides an agenda, and reports progress to both the board and also to regular members at monthly meetings.
4. The chair is responsible to determine costs for budgeting purposes and approves invoices for the treasurer to pay (via the administrative office).

5. The whole committee makes decisions, not just the chair. Committees try for unanimous approval, and settle for consensus. Only rarely does the majority have to rule. Money decisions are always supported by a vote of the whole committee—many chairs require a 2/3 majority to approve expenditures.
 6. One board member may serve on each committee. Determination of which board member will serve is made between the president and the committee chair.
 7. The Board of Directors shall act in place of committee members to any committee lacking the required number of participants.
 8. The current chair grooms (trains) his/her succeeding committee chair and advises the President.
- B. Responsibilities of Committee Members.
1. Committee members attend meetings called by the committee chair, and become involved in the various projects. They enthusiastically recruit support for their committee's projects, both inside the Association and outside. They always keep the chair informed of developments.
 2. Participants on any TDMAW committee are discouraged from accepting substantial gifts or special favors from TDMAW Group Buying Partners. Such activity may be construed as a conflict of interest.
- C. Specific Committees required by TDMAW Bylaws.
1. Nominating Committee.
Bylaws: Article VII, Section I. This committee, consisting of at least three (3) persons, shall select candidates for directors, after careful consideration of their qualifications for office and securing their agreement to serve.

In September/October, the Nominating Committee Chair is appointed by the President, and he/she chooses two (2) or more committee members. The committee should be made up of past presidents. The committee first checks for commitment with existing Board members, then solicits candidates wishing to run for a director position through the newsletter, and/or at monthly meetings. Prospects are contacted then-individually. The committee meets to determine a slate. Prospects are then contacted and their agreement to run for a director position is secured. The chair presents the slate to the membership at the November meeting, and the slate is published in the November newsletter. New directors are elected at the December meeting.

The candidates are selected based on their experience with TDMAW committees (not necessarily current experience); their experience with other professional groups; their proactive involvement with the Association and other members; regular attendance at meetings, and other relevant criteria.

2. Membership Committee
Bylaws: Article VII, Section 2. 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.

Comment: The Membership Committee focuses on new members; they actively seek candidates in Southeast Wisconsin. Retirees make good committee members, since they have the time to visit many businesses.

When the Membership Committee finds a prospective member, he/she is invited to apply by completing a membership application. Or, if the candidate wishes to first attend a monthly meeting and meet other members, he/she may initially complete a Guest Pass. Under either scenario, the candidate is qualified as eligible for membership prior to the meeting at which he/she will attend.

Should the candidate choose to join TDMAW, they must complete a membership application. This application must be qualified by the committee prior to presentation to the general membership.

The Board of Directors must be advised of ethics disputes between a current member and a membership candidate. The Board will meet with the current member that has the complaint. They will then vote to determine if the application will be processed. (Benefit of the doubt is always given in favor of

the current member). If they decide there has been an ethics violation, then membership will be denied. If the Board cannot come to a decision, then they will meet with the candidate. If the Board still cannot come to a decision, the application for membership will be processed under normal procedures. (This action is discouraged since the candidate cannot attend the meeting to dispute the charge).

Prior to a vote, prospective members must appear in at least two announcements to all current members a minimum of three weeks apart.

The meeting reminder postcard is used to announce the exact date on which a vote will be taken. Members will be given an opportunity to vote by mail which will be added to the regular meeting vote done at meetings for membership approval only. At this monthly meeting, a formal proposal for membership is made, and the attending members vote to accept or reject the candidate. That vote is final.

If the candidate does not decide immediately to join, the committee follows up (mail/phone/visits) to answer questions and “sell” TDMAW. About twenty (20) new shops join each year.

Once the prospect pays the annual dues, the accredited representative is invited to attend an upcoming monthly meeting to receive their membership plaque. This committee also follows up on annual dues renewals each year. In March, non-renewing members are called by committee members for a personal invitation to rejoin.

3. Events Committees

Bylaws: Article VII, Section 3. 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.

These committees are each focused on a particular social event. Working with the Executive Secretary, they plan the place, travel, schedule, activities—all within budget.

Eligibility to Attend

June Outing: Attendance is limited to owners, co-owners and designated representatives of member companies in good standing. Guest reservations may also be available to designated representatives, stockholders, supervisory personnel and Group Buying Partners. Eligibility to attend will be strictly enforced. Deposits for all reservations are required (including the “dinner only” option).

Post Holiday Party: Attendance is limited to owners, co-owners and designated representatives of member companies in good standing. Guest reservations may also be available to designated representatives, stockholders, supervisory personnel and Group Buying Partners. Eligibility to attend will be strictly enforced. Deposits for all reservations are required (including the dinner only option).

Summer Outing: Members and guests are eligible to attend.

Winter Conference: Members and guests are eligible to attend.

4. Apprenticeship Committee

Bylaws: Article VII, Section 4. This committee shall make recommendations and operate any programs concerned with apprenticeship and apprentice training.

Apprenticeships are the traditional entrance into our industry. This committee maintains contact with the Wisconsin Department of Workforce Development, Bureau of Apprenticeship Standards (BAS) and the Wisconsin Technical College System (WTCS). This committee should strive to have a member on the State Machine Tool Apprenticeship Advisory Committee (SMTACC) or at least form an alliance with someone on that committee and report their actions regularly to members.

Note: Hierarchy in Wisconsin regarding apprenticeships is as follows:

- 1) Bureau of Apprenticeship Standards (employed by the State of Wisconsin).
- 2) State Apprenticeship Council (volunteer position hand picked by the BAS and represents all State apprenticeship programs).

- 3) State Machine Tool Apprenticeship Advisory Committee (volunteer position hand-picked by BAS to represent all metalworking apprenticeship programs). State committee membership is strongly encouraged.
5. Insurance Committee
Bylaws: Article VII, Section 5. 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.
- This is an extremely important committee, since insurance is a big reason why new members join. Committee members often act as liaison between the insurance Partner and new members.
- The main focus is on health insurance, but the Committee also helps with business insurance and property/casualty. Other types of plans are referred to the Group Buying Committee.
6. Program Committee
Section VII, Section 6. This committee has the responsibility of planning programs for the regular meeting.
- This committee is always looking for speakers to tell stories, make suggestions, recount an experience. The program has a major influence on the number of attendees at the monthly meetings. Speakers are asked to work with the TDMAW office to coordinate logistics and gain information for the newsletter. The Executive Secretary also arranges for a speaker gift, and writes a follow-up thank you letter.
7. Legislative Committee.
Bylaws: Article VII, Section 7. This committee is charged with the responsibility of monitoring current proposed legislation at all levels of government, advising the members when such proposed legislation will affect the industry and recommending appropriate action.
- Comment: The focus is on issues affecting our industry in the State of Wisconsin legislature.
- This committee reviews proposed laws and keeps in touch with the WMC and other business groups with similar interests. Committee members might visit legislators, attend sessions, and provide material to legislative sub-committees. Activity level depends on hot issues.
- The Legislative Committee monitors legislation pertinent to the precision metalworking trades, especially at the State level, and recommends action to the Board. If the Board agrees action is needed, they direct the Executive Secretary to notify all members of the Association.
8. Budget Committee
Bylaws: Article VI, Section 6. The Treasurer shall...be Chairperson of the Budget Committee. Article VII, Section 8. This committee shall consist of all committee chairs that anticipate income and/or expenses for their committee... 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 by the November membership meeting each year.
- Comment: The Budget Committee also reviews budget adjustments during the year. Note that general members do not serve—just chairs.
- This committee consolidates all programs developed by all the committee chairs, and negotiates an annual budget that does not exceed the estimated revenue. Committees are directed to begin budget planning in August. The Executive Secretary includes the next year's proposed budget with the October newsletter once approved by the Board.
9. Group Buying Committee
Bylaws: Article VII, Section 9. This committee locates, maintains, and monitors special relationships with preferred suppliers which offer unusual benefits to members and to the Association.
- With guidance from member surveys, this committee locates Buying Partners for the TDMAW. Priorities: a) Locate companies that offer high quality services and/or products, and will offer discounted

rates to members. b) Partner location, or the ability to service most members on a timely basis. c) Companies that will rebate the TDMAW a percentage of member sales or offer scholarships.

The committee may, on occasion, contract with a third party to assist in negotiations with potential partners. Once a partner is secured, the consultant follows up on complaints, and suggests ways to promote the member/partner relationship.

Prior to investigations a potential partner, prospects are asked to complete a Prospective Partner Questionnaire. Leads are approved by the Committee.

The committee hosts an annual Partner Expo (in place of a regular monthly membership meeting).

10. Promotions Committee

Bylaws: Article VII, Section 10. This committee works to make our industry more attractive to parents, students, and schools. The objective is to attract workers for employment opportunities.

This committee works in conjunction with other trade associations in our industry to promote awareness of the long-term rewards of a career in the Precision Metalworking Industry.

This committee also assists in seeking employment for students/apprentices to work at member companies.

This committee is very active. They: a) Host informative gatherings for school administrators, and/or parents and students. b) Coordinate job shadowing and school presentations with members. c) Publish a semi-annual newsletter (Cutting Edge) for teachers, school counselors, school board members, etc. d) Sell Surgeons of Steel promotional items (apparel, tattoos, etc.) to raise money to support the committee's activities. e) Coordinate the exchange of trade magazines between schools and shops. f) Manages equipment, including booth display, TV, recorder and display materials for school expos and tours.

11. TDMAW Scholarship Committee

Several TDMAW Group Buying Partners have designated a portion of their Rebates to go toward Scholarships. These Scholarships are restricted to students seeking a career in the Precision Metalworking Industry at Wisconsin technical colleges.

Traditionally, Scholarships have been in the form of money and restricted for school tuition and related books. However, alternative programs may be developed with Partners so Scholarship money may be applied toward tools related to the trade.

D. Ad Hoc Committees

Bylaws: Article VI, Section 3. The President shall...appoint committee chairs, both standing and ad hoc.

Note: The need for the following committees was suggested during the 1997 Strategic Planning process. Other than the Education Committee, Chairmen have never been assigned.

1. Chapter Development Committee

This group works within a metro/county area to contact tool, die, and machining candidates- members (prospects), with a view toward generating enough interest to form a local chapter of the TDMAW in new cities. They meet with groups of candidates, and work closely with Group Buying, Insurance, and Entertainment committees- all primary reasons to join TDMAW.

2. New Markets Committee

Develops programs to sell Wisconsin firms to potential prospects in other areas. Emphasis is on expertise, well-equipped shops, ethical practices, fast turnaround, and competitive pricing.

3. Cooperative Programs Committee

Develops programs to use the video, resources, etc. Insures that TDMAW is able to leverage dollars spent in other states, by other groups, to advance our cause in Wisconsin.

4. Member Education Committee

This committee is focused on training for TDMAW members and their employees. They identify training needs felt by members, find possible courses and instructors, and schedule the classes. This could be management training, as well as shop personnel.

5. Hazardous Waste Committee
Monitors local and State regulations on waste disposal and waste reduction. Disseminates information from government and private companies and makes recommendations to members.
6. Membership Involvement Committee
Actively seeks ways to involve current members in TDMAW committees, activities and projects. Provides orientation for new members, explaining bylaws, these Rules of the Road, committee involvement, etc. Holds training session for current members on committee involvement.

Note: Some orientation activities for new members have been adopted by the Membership Committee and the Executive Secretary.

7. Member Networking Advisory Committee
To investigate options for members and/or prospective members that sell products and/or services to other members. The committee is only authorized to report findings to the Board. Extreme care should be given not to conflict with the current Group Buying Partner program.

III. Membership & Participant Qualifications

- A. Company qualifications
Bylaws: Article II- Membership – Section I. 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.
1. The Membership Committee has specifically identified shops with the following Standard Industrial Classification Codes (SIC#) as qualified for membership:
3451 Screw Machine Products (mfg)
3543 Patterns/Industrial
3544 Tools, Dies, Jigs Fixtures Molds and Special Machines *Except 3544-0103 (Die Springs);
3599-03 - Machine and other job shop work
2. When considering prospective members, the Membership Committee must focus on members that will maintain the “spirit” of the TDMAW. Meaning, companies that are “closely held” and not traded on the stock exchange.
3. A qualified member company is one that complies with “any one part” of Article 2, Section 1. Example: A plastics company that subcontracts tool & die, but does “design” work qualifies for membership.
- B. Participant procedures
Bylaws: Article I, 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 who 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.

NOTE: At the May 4 1999, monthly meeting, members voted in favor of changing the Bylaws definition of “accredited representatives” to include one person employed by the member company. The hopes of the Board and the Ad Hoc Committee that studied the Bylaws change are:

- ◆ To encourage greater attendance at monthly meetings; the more people, the better the networking. The opportunity for increasing your network is likely why most companies join.
- ◆ Increase participation on TDMAW committees. There are many opportunities to better our association and the Precision Metalworking Industry, but we need more volunteers.
- ◆ By only allowing “owners” to attend meetings, we were disallowing some members from representation, as the owner(s) are remote investors.

Owners of member shops are invited to designate one company representative that can *either* accompany them at meetings, or act in their stead if they cannot attend.

Members should notify the TDMAW office on company letterhead stating whom you are authorizing to attend meetings. To assure continued, quality networking, the designated representative should be the leader, or an active part, of the management team.

IV. Administration

The administrative office/Executive Secretary is the eyes, ears, hands and legs of the Association. Generally, all activities, meetings, letters, announcements, etc. are handled there.

Duties include:

- A. **Monthly Meetings**
Finds facility (with Board approval), gets quote(s), reserves space, obtains confirmation in writing, compiles agenda for approval by the President, makes sure name badges are on hand, maintains petty cash for change, takes minutes, handles equipment needs, invites speakers, obtains speaker's gift, and sends thank you letters.
- B. **Committee meetings.**
Maintains lists of committee members, sends meetings notices, prepares agendas, attends all meetings and takes minutes, provides administrative support.
- C. **Maintain Office, Communications.**
Publishes a monthly newsletter which includes: all minutes, Treasurer's (cashflow) report, advertisements, member updates, membership candidates, and other items of interest. Maintains phone presence, mailing address, video library and official TDMAW files. Maintains member database, membership plaques, supplies and badges. Mails meeting notices to members, with agendas, etc.
- D. **Financial.**
Handles all financial details, working with the Treasurer, President, and committee chairs. Maintains checking and investment accounts, processes invoices, prepares reports and budget analyses for the Treasurer, prepares checks for signature by the Treasurer, handles all accounts payable and receivable.
- E. **Manage assets.**
 - 1. Maintain all records for the TDMAW - Checking account, savings account, tax documents.
 - 2. Videos, literature - Manage the library and control access to make information available to all.
 - 3. Membership list.
Maintains all records of members and mailing lists. Provides detailed member mailing lists exclusively to members and Group Buying Partners.

V. Meetings - General Information and Procedures

- A. Regular Monthly Meetings are on the first Tuesday of each month. The time, date, place are announced well in advance, in the newsletter. There is a charge for dinner and program, with the charge for one (1) representative per member shop being \$10.00, and any additional representatives paying \$20 for dinner. The primary purpose is networking and social interaction.

Only accredited representatives from member shops may attend, plus speakers invited by the Program Committee; approved membership candidates; and occasional special guests of the Board.

Owners of member shops are invited to designate one company representative that can either accompany them at meetings, or act in their stead if they cannot attend. The member shop must notify the administrative office on company letterhead stating whom they are authorizing to attend meetings. The designated representative should be an active part of the member's management team.

- 1. The agenda is developed by the President, who chairs the meeting. The meeting always proceeds in standard order:
 - ◆ Approval of minutes (published in the newsletter). Minutes are approved unless amended from the floor.

- ◆ Approval of Treasurer’s Report (included with the newsletter, and automatically approved unless amended from the floor.)
 - ◆ Reports from committee chairs
 - ◆ New business
 - ◆ Old business
 - ◆ Comments for the Good of the Order, which may be on or off the record. (These comments might involve the political scene, matters of law, rumors regarding competition, etc.)
2. Some agenda items require presentation of many details, numbers, and conclusions that are essential to understanding. These detailed presentations should include visual aids to help the membership quickly grasp the essence of the issue. Words-only presentations lead to lengthy discussions, misunderstandings, and lack of action.
 3. If a Committee Chair (or member) wishes an outside expert to address the floor, the proposal should be made to the President well in advance of the meeting, so that it can be added to the agenda, and a time/duration assigned. If it cannot be added to the agenda, the President will impose a time limit of five minutes for the presentation. The scheduling chair/member must also provide minutes of key points to the Executive Secretary for the newsletter.
 4. Voting.
The President may call for a Motion on issues.
Bylaws: Article II, Section 4. 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.

The President, as Chair of the meeting, does not vote except to break a tie. In that event, he will lay down the gavel in favor of the Vice President, vote, and then reclaim the Chair.
 5. After a motion is seconded, the Chair/President may call for discussion, and members may freely address the floor. In the interest of time, the Chair may limit discussion and call for a vote. Whether the Motion passes or fails, that ends the discussion about that item.
 6. The Chair/President will often refer detailed issues to the appropriate committee or officer for study and report-back. Such issues will be carried over to the next meeting (Old Business) and/or reported in the newsletter.
 8. New Business may be introduced at the proper time. It is expected that members will ask the appropriate committee to consider the issue, and bring a recommendation back to the membership at the next meeting. The Chair may not allow discussion of the New Business when it is introduced, except in the interest of clarification.
- B. Committee meetings are called by the chair through the administrative office. Committee members, along with one or more board members, should attend. Usually meetings are held at a member’s company or at a local restaurant. A representative from the Board is always invited, and the Executive Secretary.
1. The agenda will be written by the Chair (distributed by the administrative office), usually focused on one issue. Discussion will be free-flowing.
 2. The chair will strive to reach a consensus view. There may not be any voting. Good committees find a way to agree on a course of action.
 3. The committee will not take action, especially action requiring expenditures, without 2/3 of the committee being present.
 4. Afterwards, the chair approves the minutes published by the administrative office for distribution to committee members and the President.
- C. Board Meetings—called by the Chairman. The entire Board should attend.
1. The agenda is focused on reviewing and monitoring. Often one or more committee chairs will be present to present some issue or report.
 2. The Chairman may limit discussion on any item, call for a Motion, or refer it to a committee.
 3. The Chair will not vote, except to break ties. (Same procedure as in monthly meetings.)

4. Minutes will be provided to all Board members and published in the next newsletter.

V. Budgeting

- A. In August, the Treasurer, as Budget Committee Chair, requests a plan and budget from all committee chairs. The Executive Secretary combines the committee budgets, calculates revenue projections from dues, fees, and Partner rebates and mails (along with the current budget status) to each Board member and committee chair.
- B. In September, the committee meets to negotiate the annual budget, adjust revenue and expense projects, and prioritize. More than one meeting may be necessary. Each annual budget must be balanced.
- C. By mid-October, the Executive Secretary prepares a final budget and a cash flow plan and circulates to all committee members; the Board must give final approval. The proposed budget is published in the October newsletter along with a breakdown detailing expenses and sources of income. Members are invited to call in advance of the November meeting if they have questions or comments.
- C. The Treasurer presents the proposed budget, as printed in the newsletter, at the November meeting; the President asks for member approval.

Appendix A
Job Description for the Executive Secretary

Dues

- Invoice annual membership dues between December 1 and December 10 each year.
- Deposit and maintain accountability for membership dues.
- Mail a reminder or second dues notice to those that have not paid March 1.
- Keep the President and Membership Committee advised regarding the status of dues payments not received.
- Members that do not renew by April 1, are removed from member lists and Group Buying Partners are advised.

Accounts Payable

- Write checks, maintain supporting documents, which are mailed to the Treasurer for a signature. Includes a copy of supporting documentation for the Treasurer and an addressed envelope for forwarding the payment.
- Balance the check book. Track details and report on the monthly Treasurer's Report.
- Annually, make sure the current Treasurer and President are signers on the bank account. The Executive Secretary has no ability to sign checks.
- Authorized to use the TDMAW charge card when check signer not available.

Accounts Payable and Receivable

- Deposit all payments. Track details and report on the monthly Treasurer's Report.
- Prepares and tracks invoices for payments due.

Budget

- Prepares prior year financial analysis; projects income and expenses for upcoming year.

Monthly Meetings

- Reserves meeting location in advance, in writing. Obtains confirmation from restaurant, in writing when possible.
- Makes sure membership badges are on hand.
- Maintains petty cash for change.
- Takes meeting minutes.
- Manages all details: Tracks new members attending, new member plaques, speaker gifts, menu choice cards, sign-in sheet, speaker invitation/confirmation, drawings, etc.

Committee Support

- Maintains lists of Committee members; mail meeting notices and agendas.
- Attends Committee meetings; takes minutes.
- Provides administrative support on behalf of committees.

Monthly Newsletter

- Compiles newsletter using:
 - 1] Prior month's regular meeting minutes
 - 2] Committee reports when available- and approved by Committee Chair
 - 3] Treasurer's Report - attached
 - 5] Member updates - address changes, new members
 - 6] Various articles of importance to members
 - 7] Upcoming meeting notice
 - 8] Group Buying Partner directory
 - 9] Solicits advertisers, invoices and tracks same. Provides assistance in ad development, as needed.

Maintain Office

- Provide all lines of communication, as needed.
 - Telephone with answering machine/voice mail
 - Fax
 - Mailing address
 - Email address

- Video library - sends out to members, as requested. Tracks whereabouts.
- Historical files
- Web page

Members Services

- Maintains database of member demographics, to include:
 - Company name, owners, other company contacts and designated representatives, company address, phone, fax, capabilities list and capability categories, E-Mail, Web Page addresses.
- One week prior to each regular meeting, mails/faxes a meeting notice to members, including a list of membership applicants to be voted on.
- Maintains stock of membership plaques; arranges personalization and mailing to new members.
- Orders and maintains membership badges.
- Web Page maintenance.

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