



Tool, Die & Machining Association of Wisconsin
W175 N11117 Stonewood Dr., Suite 204
Germantown, WI 53022
262-532-2440 (phone) 262-532-2430 (fax)
toolmaker@tdmaw.org
www.tdmaw.org

Tool, Die & Machining Association of Wisconsin Rules of the Road – Revised April 24, 2017

I. Board of Directors

Bylaws: Article VII, Section 2. Board of Directors - The Board of Directors shall be elected at the Annual meeting of this Association and shall consist of Accredited Representatives from five (5) Member Companies. Nomination of Directors shall be made by the Nominating Committee. Directors shall hold office for one (1) year, or until their successors have been elected and installed.

A. Composition of the Board

Bylaw: Article VIII, Section 3. Officers – The Board of Directors is comprised of five Officers. They are: Chairman of the Board, President, Vice President, Treasurer and Secretary. The positions shall be determined, in advance of the Annual Meeting, by the Nominating Committee, the prospective Board Member and by the current year's Board of Directors. 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.

1) Financial authority

The Board of Directors is responsible for building and maintaining a reserve of one year's operating expenses. The Board determines the policy when a second signature and/or authorization is required for expenditures.

2) Participation

All Board members are expected to attend regular membership meetings, plus Board meetings.

3) Member ethics issues

Complaints are the responsibility of the Board of Directors to resolve. Discussions on ethics are handled with extreme discretion. Benefit of the doubt is weighted in favor of the current member.

C. Board Meetings

1) Board Meetings are called by the President, who chairs the meeting.

2) The Chair sets the agenda. Committee Chairs may request or be requested to present some issues or reports. The agenda will be set using the following guidelines:

a) There will be a minimum of four Board meetings each year. The purpose of the first meeting is an orientation meeting to familiarize the new Board with bylaws, rules, duties of officers and procedures; with the current status/progress of all committees; as well as other topics. The Board of Directors will sign off confirming they have read and understand the Bylaws and Rules of the Road.

b) The second meeting is held to review the overall "big picture" for the Association. Committee reports and performance measurements are reviewed. Changes to Rules and Bylaws are considered, as well as other topics.

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

d) The fourth meeting is held to review the current fee structure (including member dues, meeting fees, etc.), approve the proposed budget and overall status of the Association. Committee reports and performance measurements are reviewed, as well as other topics.

3) The Chair may limit discussion on any item, call for a Motion, or refer it to a committee.

4) The Chair will not vote, except to break ties. (Same procedure as in Regular Member Meetings)



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- 5) The Chair will review the minutes for distribution to Board members for their approval. Approved minutes are distributed to the Board, the Association Headquarters and upon request to members.
- D. Job Descriptions
- 1) Chairman of the Board
Bylaw: Article VIII, 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.
 - a) The Chairman of the Board is typically, but not always, the immediate past President.
 - b) The Chairman of the Board chairs the Nominating Committee in August/September. He/she chooses two (2) or more committee members. The majority of the committee should be made up of past Board members.
 - c) The committee first checks for commitment with existing Board members, then solicits candidates wishing to run for a director position. The committee meets to determine a slate. Prospects are then contacted and their agreement to run for a director position is secured. The committee can facilitate the selection of Board positions. The slate is then presented to the membership.
 - d) The candidates are selected based on their experience with TDMAW committees (not necessarily current experience). Consideration is given to their experience with other professional groups and proactive involvement with the TDMAW and other members; regular attendance at meetings, and other relevant criteria.
 - 2) President
Bylaw: Article VIII, 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. The President works with the Treasurer to approve invoices for Association Headquarters and expenses greater than a preset amount determined at the initial Board of Directors meeting.
 - a) The President directs the day-to-day activities of the Association.
 - b) He/she reviews committee reports and requests, taking action as necessary to involve the Board.
 - c) The President often refers questions or proposals to the appropriate Committee or Officer.
 - d) To maintain contact with all Association functions, the President receives agendas and minutes for all meetings.
 - e) He/she may attend any committee meeting, or appoint someone on the Board to attend in his/her place.
 - f) The President has the authority to sign documents on behalf of the Association.
 - g) Within the first 60 days as president, will appoint committee chairpersons based on the overall vision of the Association.
 - h) The appointment of the chairpersons may be done verbally.
 - i) The President will provide a complete list of committee chairpersons to Association Headquarters.
 - j) The President is the spokesperson for the Association. The President may also appoint another member to act as spokesperson for a particular issue—most likely a committee chair.
 - k) The President can approve Association payments, in the absence of the Treasurer.
 - 3) Vice President
Bylaws: Article VIII, 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.
 - a) The Vice President has the responsibility to work closely with the President, and to be familiar with all major issues concerning the Association.



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- b) The Vice President should inform the President when unable to attend a regular meeting.
- 4) Treasurer
Bylaws: Article VIII, Section 5. The Treasurer shall work with Association Headquarters to oversee the financial responsibilities of Association. S(he) will be responsible for convening a special budget committee, comprised of all committee chairs, to review and approve the annual budget. The Treasurer works with the President to approve invoices for Association Headquarters and expenses greater than a preset amount determined at the initial Board of Directors meeting.
- a) The Treasurer is responsible for reviewing invoices and approving payments. The Treasurer reviews and communicates the financial status of the Association to the Board and committee chairs.
- b) The Treasurer works with Association Headquarters to review financial status and provide periodic financial reports. The purpose of these reports is to compare actual income and expenditures to budget and project yearend outcomes.
- c) The Treasurer shall convene a budget meeting in August to determine the annual budget for the next year. Committee Chairs and Board of Directors may participate in this meeting.
- 1) In November, the Board approves the Budget and it is sent to the membership for a vote of approval.
- 2) Budget Approval – A quorum of approval votes must be received from members; same as the meeting quorum. Following the close of voting, the Board will resolve any issues raised by members and make a motion for final approval.
- 3) Budget Increase Requests - after annual approval by members at large. Discretionary budget increase request from committees to be reviewed and approved/denied by the board of Directors.
- 4) The Board will address budget increase requests by adjusting one budget item for another; i.e. from the Membership budget to the Programs budget, not necessarily by increasing the entire budget.
- 5) Secretary
Bylaws: Article VIII, Section 6. Secretary – The Secretary shall carry out any responsibilities assigned by the President.
- 6) Executive Director/Association Headquarters (AH)
Bylaws: Article VIII, Section 7. Executive Director – This position may be created with duties assigned by the Board of Directors.
- a) 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.
- b) Duties and Responsibilities:
The Executive Director/AH sends invoices and reminders, handles all accounts payable and receivable, prepares tax data; keeps TDMAW financials up to date, prepares budget analyses for the Treasurer. AH may assist setting up meetings (both regular member meetings and Committee); publishes the newsletter; maintains a central administrative office; and performs miscellaneous member services.

II. Committees

Committees are essential to the success of the TDMAW. Committees are comprised of TDMAW members and selected individuals. (Non-member appointments require Board approval and have no voting authority.) Retired members do not vote at member meetings. However, they can vote in committees and perform all other activities. Sponsors, Partners and other experts can be used to assist the committee.



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- A. General responsibilities of Committee Chairs.
- Bylaw: Article IX. Committees - Duties of Chairpersons: Conduct committee meetings as deemed necessary and keep the President and Association Headquarters informed of meeting substance. Committees shall be composed of three or more persons.*
- 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) The chair sets goals of the committee and calls committee meetings. Through the Association Headquarters the chair determines meeting schedule, location of meeting and duration of meeting and provides an agenda. A representative from the Board of Directors may be invited.
 - 4) The chair is responsible for setting a fiscally responsible budget and approving invoices for payment.
 - 5) The chair is responsible for meeting minutes to be taken, approved and distributed. If minutes are not taken by Association Headquarters, the Chair will submit a copy to archive.
 - 6) Board member(s) may serve on committee(s).
 - 7) Committee Chairs will sign off confirming they have read and understand the Bylaws and Rules of the Road.
- B. Responsibilities of Committee Members.
- 1) Attend committee meetings and become involved in the goals of the committee.
 - 2) Acceptance of gifts by committee members shall not compromise their objectivity to the committee or TDMAW.
 - 3) The committee makes decisions, not just the chair. Committees try for unanimous approval, and settle for consensus.
- C. Specific Committees required by TDMAW Bylaws.
- 1) Ad Hoc Committees
 - a) Article IX, Section 5. Ad hoc Committee - The Board of Directors may create and direct committee(s), or assign a special representative(s), as needed.
 - b) Occasionally the need for a committee to address a specific task or objective arises. The committee is dissolved after the completion of the task or achievement of the objective.
 - 2) Business Alliances Committee

Bylaws: Article IX, Section 1. Business Alliances – This committee locates, maintains, and monitors relationships with Federated Insurance, Partners, Sponsors and Advertisers and reports back to the members. It is also responsible for the planning and execution of a TDMAW expo, should the Association determine having an expo is in its interest.

 - a) This committee locates reputable Partners, Sponsors and Advertisers that offer value to members and provide financial support to the TDMAW.
 - b) **Federated Insurance:** The committee periodically meets with insurance partner(s) to review new and current programs and their performance. Committee members often act as liaison between the insurance Partner, current and prospective members. The focus is on health insurance, business insurance and property/casualty.
 - c) **Partners (formerly Group Buying Partners):** Negotiated agreements with vendors for Association financial support. Companies interested in becoming a Partner must first become a Sponsor or Advertiser for a probationary period to determine mutual interest. The committee may contract with a third party to assist in negotiations and ongoing



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management. Industry exclusivity may be considered for some Partners if their financial support meets a minimum threshold.

- d) **Sponsorship:** A company or organization that contracts for the defined sponsorship year.
 - e) **Advertiser:** A company or organization that pays for ad space in the Surgeons of Steel.
 - f) Association Headquarters maintains interactive communications with Partners, Sponsors and Advertisers to ensure their involvement. Examples of involvement may include: submissions of newsletter articles, attending meetings and functions, committee participation, etc.
 - g) This committee is responsible for establishing a relationship with the Partners and Sponsors to ensure continued support of the TDMAW.
 - h) The Business Alliance Committee may hosts an annual Expo to showcase the services/products of Members, Partners, Sponsors and Advertisers.
- 3) Development Committee
- Bylaws: Article IX, Section 3. Development Committee – This committee is responsible for the development of Association members, their workforce and those entering the industry. Responsibilities may include apprenticeship, SkillsUSA, promoting and awarding scholarships to award recipients, establishing criteria for new scholarship opportunities, identifying technical program speakers and roundtable facilitators.*
- a) Apprenticeships are the traditional entrance for learning skilled trades in our industry. This committee encourages, supports and participates with employer and employee members on the State Machine Tool Apprenticeship Advisory Committee (SMTAAC) and the Wisconsin Technical College System (WTCS) or at least forms an alliance with someone associated with these entities to report their actions regularly to members.
- Note: Traditional hierarchy in Wisconsin regarding apprenticeship leadership is as follows:
- 1) **Bureau of Apprenticeship Standards** (employed by the State of Wisconsin).
 - 2) **State Apprenticeship Council** (volunteer position handpicked by the BAS and represents all State apprenticeship programs).
 - 3) **State Machine Tool Apprenticeship Advisory Committee** (volunteer position hand-picked by BAS from Industry representatives requesting the opportunity to represent metalworking apprenticeship). State committee membership is strongly encouraged by TDMAW employers and employees with an interest in apprenticeship training outcomes.
- b) Scholarship
 - 1) The goal is to reward quality candidates, giving preference to employees of member companies.
 - 2) Qualifications are based on available scholarship funds and donor requirements.
 - 3) Headquarters distributes applications to targeted audiences.
 - 4) Review applications and oversees awarding the scholarships.
 - c) Technical Programming
 - 1) The program, including content and location, has a major influence on the number of attendees at the monthly meetings. Association Headquarters coordinates logistics, obtains information for promotions, arranges for a speaker gift, and writes a follow-up thank you letter.
 - 2) Excessive self-promotion/commercials by speakers are discouraged.
- 4) Marketing Committee
- Article IX. Section 4. Marketing Committee - This committee is responsible for the promotion of the Association and the machining industry via online and/or written publications, its branding and standards.*



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- a) This committee works alone, and in conjunction with other organizations in our industry, to promote awareness of the long-term rewards of a career in the Precision Metalworking Industry via online and/or written publications.
 - b) This committee encourages employment at member companies for qualified students/apprentices.
 - c) This committee is responsible for the Association's branding and setting of standards.
- 5) Membership Committee
Bylaws: Article IX, 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. It is also responsible for the attraction and retention of current members. The membership committee will plan the Member Social events (i.e. June Outing, Summer Outing & September Social).

Membership committee responsibilities:

- a) Recruiting new members:
 1. Identify "choir" or influencers
 2. Meet established recruitment goals set forth by TDMAW Board and Strategic Plan
 3. A committee member may invite a prospect to a meeting as his/her guest
 4. All prospects are logged in TDMAW database throughout recruitment phase
- b) Approving new members. The committee determines whether prospects meet the Association's membership requirements per the bylaws. The decision to approve a prospect is at the discretion of the Membership Committee, along with a five (5) day period for membership comment. The Committee may refer an approval to the Board, should there be a conflict of interest or at the discretion of the Membership chair.
 1. Ethics concerns are turned over to the Board of Directors for resolution.
- c) Retaining/engaging current members via:
 1. Educate your new members about TDMAW
 - i. Welcome Email
 - ii. Mail packet of information about association (Membership, Partners/Sponsors, Federated)
 - iii. Encourage new members to connect through social media
 2. Understand why the new member joined (personalize their experience)
 3. Engage new members so they feel like they belong
 - i. Committee Involvement
- d) Follow-up with Non-Renewals and conduct exit interview
- e) Social Events – The committee works with Association Headquarters, to plan these events within

III. Membership Qualifications

Bylaws: Article IV- Membership – Section 1

A TDMAW Member Company – An independent corporation or business entity with operations located in Wisconsin who engages in the business of machining as defined in Article 1, Section 1, and agrees to abide by TDMAW Core Values:

Passion for Industry

We believe all members should enthusiastically demonstrate machining excellence, development of their companies and their employees for the betterment of Wisconsin.



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Integrity

We believe that all members exhibit moral and ethical standards that will foster trust between employees and employer, as well as maintain strong relationships between member businesses.

Pride in Workmanship

We believe TDMAW members will consistently strive to produce the highest quality goods to exceed customer expectations and to uphold the outstanding reputation of TDMAW.

Advancement through Education (Member Representative, employees, future employees)

We believe in providing quality educational programming to enhance the member experience. Such programming includes training with such depth and breadth to not only grow the Member Representative, but also his/her fellow employees and the future employees of the industry.

Collaboration

As a TDMAW member, I will develop relationships with other TDMAW members to share best practices and to help other members succeed.

If a Member Company does not abide by TDMAW Core Values, the Conduct Detrimental clause, Article IV, Section 7(c), will be invoked.

Membership is not valid until dues payments are received by Headquarters.

IV. Honorary Members

Bylaws: Article IV Section 2. Honorary Members - Any individual, who by virtue of outstanding service of accomplishment has rendered valuable aid to the Association, 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.

The following criteria, at a minimum, may be used to select Honorary candidates for recommendation to the Board of Directors for approval:

- Served as a TDMAW Board member
- Outstanding service to the TDMAW
- Demonstrated active involvement in the TDMAW
- Each prospect will be reviewed on a case by case basis, using this as a framework for criteria.

V. Accredited Representative

Bylaws: Article III, Section 3. An "Accredited Representative" of a Member Company must be an owner, or one person appointed by the owner(s), of a Member Company 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 Headquarters.

Accredited Representative process.

- A. The member company can designate an accredited representative that can attend meetings and act on their behalf. To assure continued, quality networking, the designated representative should be the leader, or an active part, of the management team. The member company should notify the Association Headquarters in writing stating who is authorized to represent their company.

VI. Administration

Executive Director Responsibilities

- A. Board of Directors election and approval processes



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- Work with the Board to manage day-to-day operations. Coordinate election of officers and schedule mandatory meetings.
- B. Financial
Work with the Treasurer to oversee secure management of the association funds. Manage all accounting and banking functions. Provide financial reports as scheduled and requested.
 - C. Database management
Manage the database of association members and all related organizations, including trade and community organizations, vendors, current and prospective members, advertisers, Partners and Sponsors, etc. Ensure security of all TDMAW data. Full list of member email addresses shared exclusively with members and Group Buying Partners, upon request.
 - D. Membership
Support and/or create programs to encourage member involvement. Coordinate membership recruitment and retention initiatives with the Membership Committee. Provide administrative support to solicit new members and process applications. Work with members to develop and maintain a process for growing leaders.
 - E. Programs and Meetings
Work with committees and/or members to research and secure speakers, entertainment, set up and manage meetings. Ensure an annual meeting is held in accordance with Association bylaws.
 - F. Website
Work with committees to ensure the website is current and providing value for promoting members, Partners and sponsor capabilities.
 - G. Member Communications
Responsible for producing and distributing the association newsletter and maintaining regular communications with members and other interested parties.
 - H. Promotional Materials / Public Relations
Work with committees to create and manage promotional materials. For example: apprenticeship, legislative, employment needs, membership drives, etc.
 - I. Survey Management
Work with committees to conduct periodic surveys.
 - J. Sponsorship and Partnership Management
Work with the Business Support Committee to promote and enhance the Partner and Sponsorship programs to ensure a reliable revenue stream and ongoing value for all parties.
 - K. Committees
Maintain Committee member lists, assist in coordinating committee meetings and related events as requested. Work with Chairs to ensure meetings are announced and minutes are recorded. Follow up on action items from meetings. Maintain historical data. Provide quarterly financial status reports to committee chairs. Work with committees to ensure required approval/votes are finalized.
 - L. Legal
Serve as the resident agent for legal purposes in Wisconsin. Ensure that all required legal reports are filed in a timely manner. Maintain the official Minutes and operations documentation files electronically. Manage headquarters operations by requirements outlined in the Bylaws and Rules of the Road.

VII. Meetings - General Information and Procedures

Bylaw: Article VI, Section 4. Attendance - Only accredited representatives of 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.



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- A. Regular Member Meetings are held periodically. The time, date, place and duration are announced in advance. There is normally a charge for dinner and the program.
- B. Only owners and/or accredited representatives from member shops may attend, plus invited speaker(s); approved membership candidates; and occasionally meetings will be open to others.
- C. 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.
- D. The President, as Chair, may call for a Motion on issues.
Bylaws: Article IV, Section 4. Voting – Only one Accredited Representative of a Member Company may vote. Retired and/or Honorary members can vote as an Accredited Representative of a Member company.
- E. The President, as Chair of the meeting, and his/her company representative(s) will not vote except to break a tie.
- F. After a motion is seconded, the Chair will 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.
- G. The Chair will refer the issue(s) to the appropriate committee or officer for study and report-back. Such issue(s) will be carried over to the next meeting (Old Business) and/or reported directly to the membership.
- H. New Business may be introduced by a member representative. The Chair may not allow discussion of the New Business when it is introduced, except in the interest of clarification. Such issue(s) will be carried over to the next meeting (Old Business) and/or reported directly to the membership.
- I. Minutes of Regular Meetings are taken and published in the next newsletter and/or available upon request.

VIII. Member's Rights and Responsibilities

TDMAW strives to abide by regulatory laws and maintain transparency to its members.

- Approved Committee/Board minutes and financial reports are available to members upon request.
- Members can attend Board and Committee meetings upon approval from the President or Committee Chair.
- Member privacy is paramount, however at times, the Board will authorize the sharing of member contact information. These cases are as follows:
 - To Federated Insurance per partnership agreement
 - To Technical Schools to promote upcoming events

IX. TDMAW is registered in the State of Wisconsin as a Section 501c(6) Organization. The IRS regulations state that a business league is an association of persons having some common business interest, the purpose of which is to promote such common interests. Its activities should be directed to the improvement of business conditions in one or more lines of business. Permitted Activities:

- Promotion of professional activities includes certification of individual credentials, advertising (e.g., "See your dentist today."), assisting professionals to earn higher salaries.
- Trade association activities include advertising products ("Got milk?"), helping businesses earn more profit.
- A 501c(6) may engage in unlimited lobbying.



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- A 501c(6) may engage in political activity, but must pay a 35% excise tax on the total amount of its direct political expenditures.
- A 501c(6) may engage in the same types of charitable educational, and literary activities permitted for a 501c(3).