

# BYLAWS

## Equipment and Metal Manufacturing Association - EMMA

A Non-Profit Corporation

### ARTICLE I. PURPOSE AND MISSION

EMMA exists for the primary purpose of contributing to the growth and success of the equipment, machinery and metal manufacturers located in the tri-state region of Western Wisconsin, Eastern Minnesota and Northeast Iowa.

EMMA's mission is to make our members globally competitive and the region prosperous through networks, strategic alliances, joint ventures and a highly skilled workforce.

### ARTICLE II. MEMBERSHIP

SECTION 1. Membership will be open to anyone who is interested in and who wants to promote the purpose and mission of this corporation and is approved for membership by the Board of Directors.

SECTION 2. Annual dues shall become payable on January 1 of each year. Membership due amounts shall be determined by the Board of Directors and members shall be notified of dues owed by December 1<sup>st</sup> of each year. Members joining EMMA for the first time after January 1 shall have their dues prorated on a monthly basis during that year.

### ARTICLE III. BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall manage the business, property and affairs of the corporation.

SECTION 2. The number of directors shall be seven (7).

SECTION 3. The term of each director shall be two (2) years with the exception of the first Board of Directors. For the purpose of instituting staggered terms four (4) of the first Board of Directors shall serve a three (3) year term and three (3) shall serve two (2) year terms. Terms shall begin January 1<sup>st</sup>. Each director shall hold office until his or her successor has been duly elected and qualified, or until his or her death, resignation, or removal.

SECTION 4. Directors must be an owner or employee of an EMMA member manufacturing firm.

SECTION 5. The election of directors will be held no later than December of each year on a date designated by the Board of Directors.

SECTION 6. Prior to November of each year, members shall be notified of the opportunity to nominate candidates for the director seat up for election. Members are entitled to submit one or more names of qualified candidates for nomination. The Board of Directors has the right to accept or reject any and all nominations submitted by the members.

SECTION 7. A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

SECTION 8. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

SECTION 9. Any director may resign at any time by giving written notice to the EMMA Board or to the president. Unless otherwise specified in such written notice, a resignation shall take effect upon delivery thereof to the Board or president. It shall not be necessary for a resignation to be accepted before it becomes effective.

SECTION 10. Any director may be removed for cause, at a Special Member Meeting of the members called expressly for that purpose, by a vote of the majority of members present; in person and entitled to vote thereon. Cause shall be final conviction of a felony, declaration of an unsound mind by court order, or conduct prejudicial to the interests of EMMA.

SECTION 11. The Board of Directors may suspend any officer until a Special Member Meeting.

SECTION 12. Any vacancy occurring on the Board may be filled by appointment made by the remaining directors.

## ARTICLE IV. OFFICERS

SECTION 1. The officers of EMMA will be a president, vice-president, secretary, treasurer, and such other officers with such duties as EMMA prescribes.

SECTION 2. The Board of Directors will elect the officers of EMMA within 30 days of the election of the Board. Officers shall serve a one-year term beginning January 1st.

SECTION 3. A vacancy in any office may be filled at any time by a majority vote of the EMMA Board for the un-expired portion of the term.

SECTION 4. The president will be the chief officer of EMMA. It will be the duty of the president to preside at all meetings of EMMA and to have general supervision of the affairs of EMMA. He or she will execute on behalf of EMMA all instruments in writing that may be required or authorized by EMMA for the proper and necessary transactions of the business of EMMA.

SECTION 5. It will be the duty of the vice president to act in the absence or disability of the president and to perform such other duties as may be assigned to him or her by the president of EMMA. In the absence of the president the execution by the vice president on behalf of EMMA of any instrument will have the same force and effect as if it were executed on behalf of EMMA by the president.

SECTION 6. The secretary will be responsible for keeping EMMA records. He or she will give or cause to be given all notices of meetings of EMMA and all other notices required by these bylaws. The secretary will be the custodian of all books, correspondence, and papers relating to the business of EMMA. At each annual meeting of EMMA, the secretary will present a full report of the transactions and affairs of EMMA for the preceding year. The secretary will also prepare and present to EMMA such other reports as it may desire and request at such time or times as it may designate. EMMA at its discretion may elect an assistant secretary, not necessarily a member of EMMA, who will perform the duties and assume the responsibilities of the secretary as set forth under the general direction of the secretary or president.

SECTION 7. The treasurer will be responsible for the financial accounting and reporting of EMMA. The treasurer will be the custodian of financial information and reports relating to the business of EMMA. At each annual meeting of EMMA, the treasurer will present a full report of the transactions and affairs of EMMA for the preceding year. The treasurer will also prepare and present to EMMA such other financial reports as it may desire and request at such time or times as it may designate. EMMA at its discretion may elect an assistant treasurer, not necessarily a member of EMMA, who will perform the duties and assume the responsibilities of the treasurer as set forth under the general direction of the treasurer or president.

SECTION 8. Any officer of EMMA, in addition to the powers conferred to him or her by these bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by EMMA.

SECTION 9. The same person may hold any two offices of the corporation except those of president and vice president, but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

## ARTICLE V. MEETINGS

SECTION 1. ANNUAL MEETING: The Board of Directors shall report to the membership at an annual meeting.

SECTION 2. REGULAR MEMBER MEETINGS: There shall be regular member meetings every quarter or as otherwise determined by the Board of Directors. Notice of time and place, and matters to be considered, shall be distributed to each member at least ten (10) days in advance of the meeting.

SECTION 3. REGULAR BOARD of DIRECTORS MEETINGS: Board of Directors meetings shall be held quarterly unless otherwise determined by the Board of Directors. All Board meetings are open to the general membership. Board meetings may be conducted electronically.

SECTION 4. SPECIAL MEMBER MEETINGS: Special Member Meetings of the members may be called upon receipt by the president or secretary of a petition signed by a majority of the Board of Directors or by twenty-five (25) percent of the voting membership. Notice of special meetings shall be distributed to each member at least five (5) days in advance, with a statement of the time and place and information as to the subjects to be considered.

SECTION 5. SPECIAL BOARD of DIRECTORS MEETINGS: Special Board of Directors Meetings may be called by or at the request of the president or any director. All notices of special meetings shall state the purpose thereof.

**ARTICLE VI. CONFLICT OF INTEREST**

In the event that any member of the Board has a financial interest in any contract, transaction, or arrangement proposed for the Association, the Board member shall:

1. Fully disclose and explain to the Board the existence of the conflict and all material facts pertaining to the conflict;
2. If requested by the President, or any three directors, leave the meeting during discussion and not vote on the matter over which the conflict exists. If no request is made that the interested director excuse himself from the meeting, then said director may participate in the discussion of the disbursement, but shall not vote on the disbursement.

**ARTICLE VII. MISCELLANEOUS**

SECTION 1. EMMA will have the power to indemnify and hold harmless any EMMA director or officer from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a EMMA member, officer, or employee, except in cases involving willful misconduct.

SECTION 2. EMMA may authorize any officer or officers, agent or agents of EMMA, in addition to the officers authorized by these bylaws, to execute and deliver any instrument in the name of, and on behalf of, EMMA. Such authority may be general or confined to specific instances. In all instances, such authority must be authorized by a majority of the Board.

**ARTICLE VIII. AMENDMENTS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the affirmative vote of the majority of the Board at any Regular Board of Directors Meeting or Special Board of Directors Meeting. The Board may make and alter all bylaws, provided that any bylaw amended, altered or repealed by the Board of Directors as provided herein may thereafter be amended, altered, or repealed by EMMA members.

These bylaws were adopted as and for the bylaws of the Equipment, Machinery and Metal Manufacturing Association - EMMA, a Wisconsin non-profit corporation, at the first meeting of the incorporators and at the first meeting of the Board of Directors held on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary