



Constitution/By-Laws of the ELECTRICAL MANUFACTURING AND COIL WINDING ASSOCIATION, INC.

ARTICLE I

Name

The Name of the Association shall be the "Electrical Manufacturing and Coil Winding Association, Inc."

ARTICLE II

Legal Entity

The Association shall be incorporated as a non-profit corporation under the Laws of the State of Illinois.

ARTICLE III

Aims and Objectives

The purposes for which the Association is established are:

A. **ADVANCEMENT OF ELECTRICAL MANUFACTURING AND COIL WINDING TECHNOLOGY**

To advance electrical manufacturing and coil winding and related technology, a technology which is recognized as being dependent upon a unique combination of creative abilities, training and education.

B. **TECHNICAL COMMUNICATIONS**

To assist in communicating technical information concerning electrical manufacturing and coil winding and related technology.

C. **EDUCATIONAL DEVELOPMENT**

To provide the leadership, guidance and encouragement to qualify students to enter the field of electrical manufacturing and coil winding. To assist those in educational institutions in establishing study programs designed to most effectively help the students realize their objectives

D. **RESPONSIBILITY TO COMPANY MANAGEMENT**

To demonstrate to management that electrical manufacturing and coil winding technology is an important link in accomplishing their technical objectives.

E. **RECOGNITION OF ELECTRICAL MANUFACTURING AND COIL WINDING TECHNOLOGISTS**

To aid in advancing the recognition of electrical manufacturing and coil winding personnel as scientists who are concerned with extending the lim-

its of our knowledge along a broad front of new approaches to technical objectives.

F. **PERSONAL RESPONSIBILITIES**

To constantly advance the technology of our social order through the industry served by enhancing the ability and progress of the electrical manufacturing and coil winding industry, through the media of technical meetings and publications.

To establish among its members the conviction that participation in the association will help provide the inspiration to meet these responsibilities.

G. **PHILOSOPHY**

To bring to its members a philosophical concept of unity, despite apparently different modes of expression. To serve as the authoritative national source of electrical manufacturing and coil winding information and promote the technology of electrical manufacturing and coil winding as a means of increasing productivity.

ARTICLE IV

Membership

The membership of the Association shall comprise four classes of members:

A. Professional Members

B. Company Members

C. Associate Members

D. Student Members

Section 1-Membership Definitions

A. **PROFESSIONAL MEMBER:**

A professional member shall be required to be a person who is an engineer or scientist or other with professional responsibilities in the subject field of electrical manufacturing and coil winding, with not less than two years of professional participation in research development, application or sales of electrical manufacturing and coil winding technology. (An engineer, scientist, or other is defined as a person who has been granted a degree of Bachelor level and/or a person who has been gainfully employed for not less than five years in performance of duties that pertain to scientific engineering or sales, and/or a person who is registered as an engineer or scientist under state law.)

B. COMPANY MEMBER:

Companies or firms can become company members if they are producing goods or services for the electrical manufacturing and coil winding and/or related industries. Company members can appoint three representatives. A company member's representative shall be required to be a person who can qualify as a professional member and will have the same rights and privileges as a professional member. A company can change its representatives at any time it wishes.

C. ASSOCIATE MEMBER:

An associate member shall be required to be a person who is engaged in professional efforts which are directed towards the growth of electrical manufacturing and coil winding technology or be a member who meets professional status with the exception of the minimum two year requirement.

D. STUDENT MEMBER:

A student member shall be required to be registered as a bonafide student in a course of study directed toward the attainment of an academic degree, and shall be required to continue as such, as a condition of tenure in this classification.

Section 2-Membership Rights and Privileges

- A. Each member shall have a right to attend all general meetings of the Association.
- B. With the exception of Student or Associate members, each member shall have the right to vote on all matters of Association business.
- C. With the exception of Student or Associate members, each member shall have the right to be elected or appointed to any office in the Association.

Section -Membership Register

A register of all members shall be kept at the office of the Association and shall be available for inspection by members during normal business hours.

Section -Dues

Members of all classes shall pay dues as determined by the Board of Directors.

Membership years shall start January 1st and end December 31st of each year. New members joining between January 1st and August 31st shall pay the full annual dues for the year they join. New members joining between September 1st and December 31st shall pay one half of the annual dues for the year they join.

The annual dues of all members for each calendar year shall be due and payable in full on January 1st of each year. Notice to this effect shall be sent to each member before each January 1st and a second notice shall be sent to each member whose dues remain unpaid at the end of thirty days thereafter.

Section -Terminations

A member may resign by giving notice to the Association Secretary. Prepaid dues are not refundable. A member who is sixty (60) days in arrears in

payment of dues shall be removed from the membership list by the Secretary and shall cease to have any benefits of membership at that time, and if an officer or member of the Board of Directors, shall cease to hold that office or membership, and said vacancy shall be filled as outlined in article VI, section 6. A member may be removed from the membership list for conduct deemed to bring disrepute to the Association or its members. Such removal shall require a majority vote of the members. In such a case, prepaid dues are not refundable.

ARTICLE V

Officers and Directors

- 1. The Association shall be governed by a Board of Directors which shall be elected by a vote of the members at the Annual General Meeting.
- 2. The Board of Directors shall consist of not less than 10 nor more than 20 members. The exact number can be changed from the previous year, annually, by resolution of the Board of Directors, at its last regular meeting prior to the Annual General Meeting. This resolution of the Board of Directors must be affirmed by a majority of the members at the annual meeting in order to take effect.
- 3. Professional and company member representatives are eligible to be elected to the Board of Directors or as officers.
- 4. The term of office shall be three (3) years for directors and one (1) year for officers.
- 5. The Board of Directors shall manage the affairs of the Association between Annual General Meetings.
- 6. The officers shall be President, who shall act also as the Chairman of the Board of Directors; Vice President, who shall act also as Vice Chairman of the Board of Directors; Secretary, who shall act also as the Secretary of the Board of Directors; and a Treasurer.
- 7. Thirty five percent (35%) of the entire Board shall constitute a quorum at any meeting of the Board. A majority of the votes cast at any meeting at which a quorum is present shall be regarded as an act of the Board.
- 8. Notice of the time and place of each meeting of the Board of Directors shall be given to each member of the Board by the Secretary. Meetings shall be held upon not less than five (5) days' notice if given orally (either by telephone or in person), or if given by telegraph, or not less than ten (10) days notice if given by mail. Notice given by mail shall be considered given at the time it is deposited in the United States Mail, First Class postage prepaid.
- 9. An action required or permitted to be taken by the Board of Directors may be taken without a meeting if, prior or subsequent to such action, the

majority of the members of the Board shall individually or collectively consent in writing to such action. Each such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a vote of such Directors, for all purposes.

10. Any or all Directors may participate in a meeting of the Board of Directors, or any committee of the Board of Directors of which they are members, by means of conference telephone or any means of communication by which all persons participating in a meeting are able to hear and speak to each other.

ARTICLE VI

Election of Directors and Officers

1. At the initial election of directors, there shall be six (6) directors elected for a term of one (1) year, seven (7) elected for a term of two (2) years, and seven (7) elected for a term of three (3) years. Thereafter, all terms shall be three (3) years. Officers shall be elected annually for one year terms.
2. Directors and officers shall be eligible for reelection.
3. A Nominating Committee that will present nominations for each office and for the Board of Directors shall be appointed annually by the President at least three (3) months prior to the Annual General Meeting.
4. Nominations also may be made by the membership at the Annual General Meeting.
5. Directors and officers shall be elected by a majority vote of those members in attendance at the Annual General Meeting. Terms shall commence January first of the year following the election.
6. Vacancies: Any vacancy of either officers or directors shall be filled by a majority vote of those members of the Board of Directors in attendance at the next directors' meeting after receipt of the notification of the vacancy and the person elected to fill such vacancy shall serve for the balance of the unexpired term.

ARTICLE VII

Annual General Meeting

The Annual General Meeting shall be held as determined by the Board of Directors. Notice of said meeting shall be sent to all members listed on the register of members by the Secretary at least 30 days prior to the meeting.

Those professional members and company member representatives in attendance at the Annual General Meeting shall constitute a quorum. A majority of the votes cast at said meeting shall be regarded as an act

of the membership unless a greater vote is required by these by-laws, the Association's Certificate of Incorporation, or Law.

Each professional member and company member representative shall have one vote at the Annual General Meeting. Associate members and student members shall not have the right to vote at the Annual General Meeting. Only professional members and company member representatives shall be eligible to hold office or serve as a member of the Board of Directors.

Company member representatives of the same company may appoint, in writing, one of their fellow members, or an employee of their company to vote in their place at the Annual General Meeting and/or any Special General Meetings. Each company member representative may appoint the same person, who will then be able to cast his or her vote, but no individual will be able to cast more than three company representative votes and one individual professional member vote. Individual professional members may not appoint anyone to vote in their place.

Section 1-Agenda

The agenda of the Annual General Meeting shall be as follows:

- A. The reading of the annual report of the Board of Directors.
- B. The reading of the Treasurers report and the report of the Committee of Auditors elected at the previous Annual General Meeting.
- C. The election of a new Committee of Auditors.
- D. The election of officers and directors as provided for in Article VI of this Constitution.
- E. General business of the Association.

Section 2-Special General Meetings

Special General Meetings may be called at any time in the same manner as the Annual General Meeting by the President on his own authority, or by the Board of Directors, or by the Secretary, upon receipt of a written request from no fewer than fifteen (15) Professional or Company members' representatives of the Association. The call for a Special General Meeting shall state specifically the business to be transacted. No other business than that stated in the call shall be transacted at a Special General Meeting.

The time and place of a Special General Meeting shall be determined by the President, but the location shall be a convenient one within the United States and the time shall be within forty (40) days of receipt of a proper request for such meeting. Voting shall be the same as at an Annual General Meeting.

Section -Miscellaneous

In case of a tie vote at a meeting, the vote of the President shall prevail. Otherwise, the President shall not be entitled to vote. The act of a majority of those voting, at which a quorum is present, shall serve to approve or disapprove actions requiring votes.

ARTICLE VIII

Duties of Officers

1. The President (Chairman of the Board of Directors) shall be the principal executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. He/she shall preside at all meetings of the members and of the Board of Directors and shall supervise and direct all employees, contractors, management firms, etc. He/she may sign, with the Secretary or any other proper officer of the Association thereunto authorized by the Board of Directors, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be an ex officio member of all committees of the Association except the Audit Committee.
2. During the absence, illness, or other inability of the President to perform any of his/her duties, the Vice President (Vice Chairman of the Board of Directors) shall act as President and have all of the powers of the President. In case of the absence, illness, or other inability of both the President and Vice President, the Board of Directors shall appoint a member to act as President, such member to have all powers of the President. In case of an absence of both the President and the Vice President at a general meeting, a member shall be elected by majority vote of the members present to preside at the meeting and to have all powers of the President during that meeting.
3. The Secretary (Secretary of the Board of Directors) shall have custody of the records of the Association and of the Board of Directors. He/she shall give not less than thirty (30) days notice by mail of the Annual General Meeting and not less than twenty (20) days notice by mail of any Special General Meeting. He/she shall keep accurate minutes of the proceedings of the Association and of the Board of Directors in accordance with the instructions of the Board of Directors. He/she shall maintain an up-to-date membership register of the Association. The Board of Directors may employ full or part time clerical assistance to assist the Secretary.
4. The Treasurer shall take charge of all funds and assets of the Association and shall make such investments and disbursements as the Board of Directors shall direct. He/she shall keep a written account of his/her receipts and payments and at

each Annual General Meeting shall report on these receipts and payments in writing to the Association, where a committee of three (3) members shall be elected to audit his/her accounts. This committee shall report to the next Annual General Meeting, or sooner, if required by the Board of Directors. The Treasurer shall report to the Board of Directors on the condition of the treasury whenever required by the Board of Directors to do so. He/she shall invoice members for their annual dues and report payment of the same to the Secretary. The Board of Directors may require that the Treasurer be bonded for the faithful performance of his/her duties, but, in such event, the Association shall pay the expenses of such a bond.

ARTICLE IX

Compensation

Officers and directors shall act without compensation. The Board of Directors can authorize a stipend to cover expenses for the board members and officers to attend board and committee meetings. The Board of Directors can authorize the payment of a fee for the services of the Secretary of the Board.

ARTICLE X

Amendments

These by-laws may be amended at any Special or Annual General Meeting of the Association by a majority vote of the members present, provided that the Secretary shall have mailed notice in writing to all professional members and company member representatives, stating the proposed amendments in full, not less than twenty (20) days prior to the meeting at which such amendments to these by-laws are to be voted upon.

ARTICLE XI

Counsel

The Board of Directors may retain a counsel to serve as legal advisor to the Board who shall hold office at the pleasure of the Board. Counsel shall give legal opinions as may be requested by the President or the Board of Directors.

ARTICLE XII

Executive Director

The Board of Directors may appoint any individual, not a member of the Association, to serve as Executive Director of the Association. The Executive Director, who will serve at the pleasure of the Board of Directors, will perform such duties as are established by the Board of Directors under the direction of the President. The Board of Directors shall pay the

Executive Director a reasonable fee commensurate with the time, effort and duties required of the position.

ARTICLE XIII

Committees

Other than audit the committee which shall be chosen at the Annual General Meeting by the eligible voting members, the President shall have the authority to create all committees and appoint all committee chairmen. The Board of Directors may authorize the audit committee to employ an independent accounting firm to assist them with their audit.

The President shall create a Nominating Committee as per Article V, paragraph 1-3 and a Membership/Credentials Committee. A Membership/Credentials Committee shall be responsible for determining the professional stature of potential members. This committee shall have the sole responsibility for certifying eligibility for professional or student membership. However, all members and company representatives in good standing prior to adoption of this article, shall be permanently eligible for professional membership. All committee members, other than audit committee members, shall be responsible to the President for the performance of their duties unless the Board of Directors shall otherwise direct. The duties of the committees shall be those indicated by their titles or as may be otherwise assigned to them by the President or Board of Directors.

ARTICLE XIV

Dissolution

Upon the dissolution of the Association (corporation), a Board of Trustees, consisting of five (5) members appointed by the President, shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is located, exclusively for such purposes or such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

This Constitution/By-Laws was adopted and approved by the Association's Membership on March 5, 1984, and amended October 4, 1993.