

CONSTITUTION AND BY-LAWS
NORTHWEST MICHIGAN INDUSTRIAL ASSOCIATION
SEPTEMBER, 1974
AS AMENDED DECEMBER, 2002

ARTICLE I: NAME, ADDRESS AND FISCAL YEAR.

- Section 1. The name of this organization shall be the Northwest Michigan Industrial Association (the "Association").
- Section 2. The address of the Association shall be the address designated by the Board of Directors.
- Section 3. The fiscal year of this organization shall be from January 1 through December 31.

ARTICLE II: PURPOSE.

The purpose and aim of the organization is to exchange information and ideas among the industrial community and to promote better understanding of industry among its members and the general public in the area.

ARTICLE III: MEMBERSHIP.

- Section 1. Any manufacturer interested in the objectives and purpose of this organization shall be eligible for full voting membership upon payment of dues and acceptance by the Board of Directors. Such members shall be designated Voting Members.
- Section 2. Any established business that performs services for manufacturing facilities, including but not limited to suppliers of parts for machine maintenance, electrical services, direct materials, and financial and insurance services to firms eligible for voting membership. Such members shall be designated Associate Members.

ARTICLE IV: GOVERNANCE.

An eleven (11) member Board of Directors shall manage the business, property and affairs of the organization. The Directors shall be selected by the membership as set forth in the by-laws.

BY-LAWS

ARTICLE I: MEMBERSHIP.

Section 1. Voting Members – Any manufacturer domiciled in Northwest Michigan interested in promoting the objective and purpose of this organization shall be eligible for membership. Upon proper application to the Board and the payment of dues, eligible applicants shall be accepted as voting members.

Section 2. Associate Members -- Any area business that performs services for manufacturers, including but not limited to suppliers of parts for machine maintenance, electrical services, direct materials, and financial and insurance services to firms eligible for voting membership shall be eligible to apply for an Associate Membership.

All candidates for Associate Membership shall apply and be considered for membership by the Board of Directors at its next regularly scheduled meeting. Approval by a majority of the Board of Directors is required for a candidate to be accepted as an Associate Member. Written notice of approval or disapproval shall be provided to the sponsoring members. Associate members shall neither vote nor may representatives of Associate Members hold an elective office.

The number of Associate Members shall not exceed 75% of the total membership.

ARTICLE II: BOARD OF DIRECTORS.

Section 1. The Board of Directors shall consist of the current President, a Director-At-Large, and nine (9) directors elected to staggered three-year terms such that three directors shall be elected at each Annual Meeting. The Director-At-Large seat shall be occupied by the immediate past-President, a prior past-President, or filled by the Board by a representative of any Voting Member in good standing if no past President is willing to serve.

Section 2. Prior to the Annual Meeting, the Board shall select candidates for the three (3) expiring Director positions. At the Annual Meeting, any Voting Member in good standing shall have the right to nominate additional candidates for Director except that any candidate so nominated must be a representative of a Voting Member in good standing.

Section 3. A majority of the Voting Members in good standing casting votes at the Annual Meeting shall determine the winners. Each Voting Member shall be entitled to vote for three Directors.

Section 4. If any Director seat shall be vacated during a term, the President shall appoint a replacement and if approved by the Board of Directors, the appointee shall serve for the balance of vacated term.

ARTICLE III: NOMINATION AND ELECTION OF OFFICERS.

- Section 1.** Not less than thirty (30) days prior to the Annual Meeting, the President shall appoint a four (4) member Nominating Committee. The Nominating Committee shall submit a list of candidates for President, Vice President, Secretary and a Treasurer, the Association's Executive Committee, to the Directors not less than ten (10) days prior to the Annual Meeting.
- Section 2.** At the Annual Meeting, any Voting Member in good standing shall have the right to nominate additional candidates for office except that any candidate so nominated must be a representative of a Voting Member in good standing.
- Section 3.** A majority of the Voting Members in good standing casting votes at the Annual Meeting shall determine the winners. Each Voting Member shall be entitled to cast one vote for each office.
- Section 4.** New officers shall take office immediately upon adjournment of the Annual Meeting.
- Section 5.** No Voting Member shall be eligible to hold the same office for more than two consecutive terms.

ARTICLE IV: OFFICER DUTIES.

- Section 1.** The President shall direct and supervise the affairs of the organization and make an annual report thereon to members.
- Section 2.** The Vice President shall, in the absence of the President, assume all duties performed by the President.
- Section 3.** The Treasurer shall maintain the books and financial records of the Association and shall submit an annual financial report to the membership.
- Section 4.** The Secretary shall keep the minutes of the organization.

ARTICLE V: COMMITTEES.

- Section 1.** The Directors of the organization shall decide upon projects deemed proper and necessary to fulfill the objective and purpose of this organization and are hereby granted the authority to create committees to complete such projects.
- Section 2.** The President, subject to the approval of the Board of Directors, shall appoint all committee chairmen and vice-chairmen.
- Section 3.** The President or his designee shall be an ex-officio member of all committees.

ARTICLE VI: MEETINGS.

- Section 1.** The organization shall hold a minimum of four (4) regular meetings annually. The meeting closest to the end of the calendar year shall be the Annual Meeting.
- Section 2.** At the request of six (6) Voting Members, the President or Secretary shall call a special meeting of the organization to be held within 30 days of such request.

ARTICLE VII: DUES.

- Section 1.** Annually, the Board of Directors shall establish the dues for members of the Association. The dues shall be payable in advance.
- Section 2.** Any member having dues unpaid thirty days after the established due date shall be deemed not in good standing and shall not be eligible for the benefits of membership.

ARTICLE VIII: AMENDMENTS.

- Section 1.** These by-laws may be amended by a two-thirds vote of the Voting Members in good standing present at any general or special meeting, provided written notice of the proposed action has been given each member at least ten (10) days in advance of such meeting.