BYLAWS

Air Movement and Control Association International, Inc.

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Board of Directors Approved 02/10/10
Membership Ratified 05/03/10
AMCA INTERNATIONAL BYLAWS

PREAMBLE – CODE OF ETHICS

AMCA International members and staff shall comply with the following Code of Ethics, so that the business of the industry may be conducted in a straightforward, fair and equitable manner to benefit designers, architects, engineers, contractors, purchasers, and AMCA International Members alike. The purposes of this Code of Ethics is to encourage the improvement of the quality of the products of the industry, the business conduct of the Members, and for the Members to abide by self-imposed rules of good business conduct of mutual benefit to the public and to themselves. All members must sign a pledge to follow this code, and to make every effort to ensure that:

1. All representations made to a purchaser or user through advertising-, catalogs, or other media are factual and properly descriptive of the performance of the products so advertised and sold.
2. Any guarantees or warranties made in connection with such products are clearly presented, fair to the purchaser or user.
3. When it is necessary to substitute products for those designated, the seller will accurately represent its products and take steps to ensure that there is no confusion between products specified and products delivered.
4. Only those products which actually comply with established test specifications, standards, or codes, in all respects can be identified or labeled as conforming thereto.
5. No efforts will be made to knowingly induce or attempt to induce the breach of existing lawful contracts between competitors and their customers or their suppliers or defame competitors by falsely impugning their conduct, ability to perform contracts, credit standing, or quality and performance of products.
6. The hiring or offering of employment to employees of competitors is done in good faith and not for the purpose of injuring, destroying, or preventing competition.
7. Participation and cooperation engaged in with other Members is for the good of the industry, that decisions are arrived at independently, and not from any plan, common course of action, agreement, combination or conspiracy to fix or maintain the pricing of products, allocation of markets, restriction of competition or otherwise to violate the antitrust laws of any government, except as allowed by law or government policy.

ARTICLE I - NAME AND OFFICE

Section 1 Corporate Name. The name of the Corporation is AIR MOVEMENT AND CONTROL ASSOCIATION INTERNATIONAL, INC., a non-profit international corporation organized under the laws of the State of Michigan, Illinois, hereinafter referred to as AMCA International.

Section 2 Location. The principal office of AMCA International shall be located at its international headquarters in Arlington Heights, Illinois, or at a location determined by the AMCA International Board of Directors, with the concurrence of the membership.
ARTICLE II - MISSION AND OBJECTIVES

The mission of AMCA International is to advance the health, growth and integrity of the industry.

The objectives are, among other things:

1. To encourage the development of education, science and the art of engineering as related to devices within the scope of AMCA International’s industries.
2. To promote business practices in the industries governed by AMCA International’s scope, which are in accordance with the Association's Code of Ethics. To develop and maintain standard methods of testing for rating the products of its industries.
3. To develop and implement Certified Ratings Programs designed to ensure reliable and accurate published ratings, which can be fairly compared, for all the products of its industries.
4. To encourage member companies publishing non-certified ratings, to do so based upon tests performed in accordance with a recognized method of test standard in order to achieve reliable and accurate information being published.
5. To develop the use of standard definitions, nomenclature, and sizes, and such other standards which will facilitate communication and understanding between the industry and its customers.
6. To provide purchasers, specifiers, and users of the industry's products with authoritative information and recommended practices concerning the selection, application, and safe efficient use of those products.
7. To represent and speak for the industry, when appropriate, on matters directly affecting the industry.
8. To provide through scheduled meetings, a forum for communication and discussion between member companies on matters of common interest.
9. To communicate and promote the recognition and acceptance of AMCA International standards, services and programs as the basis of selection and application of the industry's products.
10. To act as a technical resource center for the industry by accumulating technical information and literature concerning the products of the industry and their use and application.
11. To maintain a sufficient organization and staff to deal effectively with the business of the Association.
12. To collect, compile, and publish statistical data.

ARTICLE III - MEMBERSHIP

Section 1 Eligibility. Any manufacturer engaged in the design, fabrication, assembly and sale of air systems components within the scope of one or more AMCA International divisions as part of its standard operations and at such frequent intervals that such devices comprise regular product offerings shall be eligible to apply for membership in the association, provided it meets the additional qualifications for membership set forth in Section 2. A business engaged in the aforementioned operations on isolated occasions to meet the requirements of a particular job or a business that does not market and offer such products to the public on a regular basis is not eligible for membership.

Section 2 Qualifications. As evidence of the qualifications of membership all applicants for membership shall:

(a) Furnish evidence of financial responsibility and agree to pay all dues, assessments and other fees in full and in a timely manner.
(b) Qualify in regard to products manufactured or sub-contracted and maintain the control of the products manufactured. To assist in determining such qualification, the applicant
shall furnish a list of all products manufactured and shall further furnish copies of each of its catalogs and bulletins (printed or electronic versions) pertaining to all products manufactured which are within the scope of AMCA International. Potential members must already be operating within the scope of AMCA International membership. That is, they must prove that they are already manufacturing AMCA-type products and not merely state that they are wanting to manufacture. They must have literature referring to their AMCA-scope products and be active in promoting the sale of those products to the industry.

(c) Permit an authorized representative of AMCA International to make such investigations as are reasonably necessary to establish that the applicant meets the eligibility requirements set forth in Section 1.

(d) Agree to promote the Objectives of AMCA International.

(e) Agree to furnish qualified representatives to participate in AMCA International activities.

(f) Agree to abide by the Bylaws, Code of Ethics of AMCA International and resignation notice requirements.

Section 3 Application. Application for membership in AMCA International shall be made in writing to AMCA International at its international headquarters. Each applicant shall agree to pay dues and assessments for the current fiscal year, prorated from the date of admission to membership to the end of the fiscal year or until the end of a billing period, determined by staff and approved by the Board.

Section 4 Determination of Eligibility. The Executive Director shall report to the Board of Directors as to the qualifications of an applicant for membership. The Board shall act upon the application not later than the next regular meeting of the Board of Directors after receipt of such report.

Section 5 Admission to Membership. If the application is approved by the Board of Directors, the applicant shall, upon payment of the applicant's proportionate amount of dues and assessments, be deemed a member of AMCA International and shall be entitled to all the privileges of membership of AMCA International.

| Section 6 Classification of Membership. There are four categories of membership: |
| a) Full Membership - a business admitted to membership as outlined above. The member pays dues and assessments as determined from time to time by the annual budget approved by the Board of Directors and the membership. Full Members are entitled to one vote on all issues affecting AMCA International as an organization and one vote on issues affecting the division(s) in which the Board has approved the member for membership. |
| b) Joint Membership - when a Full Member or applicant holds a minimum of 50% ownership or can prove with written documentation they control the operations of the proposed Joint Member company, the Board of Directors may, if it deems it to be in the best interests of AMCA International, grant said business a Joint Membership with the Full Member. The Joint Member pays base dues as determined by the annual budget approved by the Board of Directors and the membership. The assessments of the Joint Member are to be paid by the Full Member with assessments for products within the AMCA International scope being cumulative from each Joint Member to the capped assessment figure. The question of affiliation shall be determined by the Board and it may, in determining affiliations, consider all types of business relationships. |
| c) Global Membership – A group of members consisting of one Full Member and one or more Joint Members(s) on more than one continent, all of which are at least 50% owned and controlled by a single legal entity, may be granted Global Member status by the Board of Directors. The question of whether a group of members qualifies for Global Membership shall be determined by the Board of Directors in its sole discretion. The sum of all dues and assessments paid by
Global Member groups may be capped by the Board of Directors. The voting rights of the Full Member and the Joint Members, as set forth in Article IV, shall not be affected by the group being granted Global Membership status by the Board of Directors.

de) Provisional Membership - whenever the Board of Directors shall decide it is in the best interests of AMCA International to consider All new members shall be provisional members for 18 months. Full membership shall be granted if the provisional member fully complies with AMCA bylaws, rules, regulations and code of ethics during the provisional period. The Board of Directors may also consider creation of a new division for products not covered by any existing division, the Board and may then approve a provisional division. If a provisional division is established, the Board may then approve the provisional membership of businesses in the provisional division. Provisional Members in the provisional division shall pay such dues and assessments as determined by the Board, until such time as the provisional division is approved as a full division status by the Board. Provisional division members may vote on all matters within their division; but not on other divisions or association issues unless they are also full members of an established full division.

Section 7 Eligibility and Requirements for AMCA International Associates –

Any firm or corporation not eligible for Global Membership, Full Membership, Joint Membership or Provisional Membership shall be eligible to submit an application to become affiliated with the association as an AMCA International Associate if the applicant is a producer of materials or components, and/or supplies services or related industry products used by manufacturer members and meets all eligibility standards approved by the Board of Directors. AMCA International Associates are not eligible to vote on association-wide issues nor are they eligible to hold a seat on the Board or serve as a committee chair. AMCA International Associates may attend and participate in all open meetings of the association and are eligible to participate fully on association committees at the call of the chair. AMCA International Associates are entitled to access to top level overview statistics data and reports as well as the members’ only portion of the AMCA International website. AMCA International Associates are entitled to purchase AMCA International Standards and publications at member prices. AMCA International Associates shall pay an annual fee to the association to be set by the Board of Directors.

ARTICLE IV - REPRESENTATION AND VOTING

Section 1 Representation. A Corporate Officer of each Full Member and Joint Member shall designate in writing to AMCA International the names of such employees who shall be authorized to vote and otherwise act as the Representative and Alternates of such member company. Additionally, all financial declarations regarding dues, assessments, and CRP licensing fees must be signed by a Corporate Officer. Representatives and Alternates so named shall have full authority to represent such member until such time as AMCA International is notified in writing that such Representative or Alternate is no longer to serve.

Section 2 Full Member Voting. All Full Members shall be entitled to one vote upon all matters presented to the membership of AMCA International.

Section 3 Joint Member Voting. Joint Members shall be entitled to one vote for Division and Committee actions in which they participate. Only Full Members are entitled to one vote on general membership issues.

Section 4 Letter Ballots. Any vote of the membership may be taken by letter ballot except with respect to changes to the Bylaws which will adhere to Article XIV – AMENDMENTS. The voting period in such cases shall be a minimum of thirty (30) days.
Section 5 Waiver of Vote. A member at any time may waive his right to vote. Member’s Voting Representative or Alternates shall disqualify themselves from voting on any issue if they or their member (company) may have a conflicting interest or where voting could create, or appear to create, an unfair advantage for the voter’s member company.

Section 6 Voting by Ballot. Voting at meetings of the members need not be by ballot provided, however, that it shall be by ballot if so requested by any member’s Representative or Alternate present at the meeting. Any full-time employee of the member company may carry the proxy of the voting officer of the Company or corporation for voting purposes.

Section 7 Adoption of Standards and Major Documents. All proposed Standards, Certified Ratings Programs and the Laboratory Accreditation Program, and changes thereto, must be submitted to the Board of Directors after completion offer its authorization to send a letter ballot that includes an objective justification and explanation of impact to a group, which, in the opinion of the Board, is composed of all members worldwide affected thereby. The group vote on the standard or document shall be approved upon the affirmative vote of the Board of Directors by a vote of at least two-thirds of the Board members voting.

ARTICLE V - BOARD OF DIRECTORS

Section 1 Composition. The Board of Directors shall consist of not less than five, nor more than fifteen persons who are either Representatives of members or their Alternates, such number being fixed from time-to-time by a vote of the members. A Board Member must be an active full-time employee of a Member company. The Board may approve, from time-to-time, the continuation of Board member status to current Board members who become consultants to or part-time employees of a member company. It is encouraged that all Divisions and Regions be represented in the Board composition. The Board shall include the immediate Past President and the immediate Past Vice President, unless disqualified under Section 11 or 12 of this Article V. One person from each regional AMCA board of directors may serve on the AMCA International board. Members who have multiple company memberships (Joint Members) or Joint Venture relationships may have two seats on the Board of Directors, but their vote shall count as one if both directors vote the same on any issue before the Board of Directors.

Section 2 Nomination. Except in the case of a vacancy as provided in Section 10 of this Article V, the Nominating Committee shall present nominations for Directors to the membership at least fifteen days before the Annual Meeting, which shall be voted upon during the Annual Meeting whereat additional nominations can be made from the floor. In the event a quorum is not present at the Annual Meeting, the vacancy shall be filled by letter ballot including nominations made from the floor. Any letter ballot will indicate which persons were selected by the Nominating Committee and which were nominated from the floor.

Section 3 Terms of Office. Members of the Board of Directors shall hold office for a term of three years, except as hereinafter provided. Terms shall be staggered so that approximately one-third of the total number of Directors shall be elected at each Annual Meeting. Whenever necessary, the initial term of any newly elected Director or Directors may be reduced by the membership in order to ensure that the terms of approximately one-third of the Directors expire each year. Newly elected Directors shall assume office immediately upon election and shall hold office as long as they are qualified or until their successors have been elected.

Section 4 Management of AMCA International. The Board of Directors shall direct the management of the property and the business of AMCA International.
Section 5  Location of Offices and Books. The Directors may have one or more offices and keep the books of AMCA International at such place or places as they may from time to time determine, provided the same shall not be in violation of the laws of the State of Illinois or the state or country in which the offices are located.

Section 6  General Powers. Without prejudice to the general powers conferred by the laws of the State of Illinois, and subject to the non-profit nature of AMCA International, it is hereby expressly declared that the Board of Directors shall have the following powers:

(a) To purchase or otherwise acquire for AMCA International any property, rights or privileges at any price or consideration, and on such terms and conditions as they may see fit, for the furtherance of the objects and purposes of AMCA International.

(b) To appoint, and at their discretion remove or suspend, such subordinate officers, agents, employees, or servants, permanently or temporarily, as they think fit, to determine their duties, and to fix and from time to time change their salaries and emoluments, and to require a security in such amount as they think fit.

(c) To determine who shall be authorized on AMCA International’s behalf to sign checks, endorsements, receipts, releases, deeds, contracts, agreements and other instruments.

(d) To establish, authorize and approve the AMCA International annual operating budget.

(e) To delegate any of the powers of the Board of Directors in the course of current business of AMCA International to any standing or special committee, or to any officers or agents, or to appoint any person to be an agent of AMCA International, with such powers (including the power to sub-delegate) and upon such terms as they think fit.

(f) To provide for the affiliation with AMCA International of organizations of manufacturers of AMCA International scope devices, upon such terms and conditions as approved by the Board of Directors, and then the affirmative vote of not less than two-thirds (2/3) of the total membership.

(g) To establish, authorize, combine, divide and discontinue Divisions and Regions and to define the scope of each Division and to define the geographical scope of each Region.

(h) To approve membership applications and terminate memberships as herein provided in Article III.

(i) In the case of any disputes with AMCA International members within the association and if an agreement cannot be reached between the Executive Committee and the disputing party, the dispute shall be put before the AMCA International Board of Directors. The decision of the AMCA International Board of Directors shall be the final determination on any issues/disputes with the member(s) in question and shall be binding on all parties.

(j) To appoint board members and shareholder representatives to joint venture, subsidiary or other regional operations following the same procedure used for selection of AMCA International board members.
Section 7  **Meetings.** Meetings of the Board of Directors, may be held at such time and place, in person, by conference telephone or electronically as determined by the President.

Section 8  **Staff at Meetings.** An AMCA International staff member must be in attendance at all meetings of the Board of Directors and Executive Committee with the exception of Executive Sessions to discuss staff and salaries.

Section 9  **Special Meetings.** Special meetings of the Board of Directors may be called by the Chairman of the Board on five days’ notice to each Director. Special meetings shall be called by the Chairman of the Board on like notice upon written request of two (2) or more Directors.

Section 10  **Quorum.** At all meetings of the Board of Directors a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and, except where otherwise specified by these Bylaws, the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of such Board. Written consent by the Board to an action shall be valid as if authorized at a meeting of the Board. (Example: Board letter ballot).

Section 11  **Vacancies.** Notwithstanding the provisions of Article V, Section 2 of these Bylaws, any vacancy in the Board of Directors may be filled by the remaining members of the Board, though less than a quorum, and each person so elected shall be a Director until the next meeting of the members, whether such meeting be the Annual Meeting or any other regular or special meeting, at which meeting the un-expired term shall be filled by vote of the members.

Section 12  **Removal.** Any Director may be removed from office, with or without cause, at any Annual, regular, or special meeting of the members, upon the vote of at least two-thirds (2/3) of all the members of AMCA International, or upon a majority vote of all the members if such removal has been unanimously recommended by the remainder of the Board; provided that the notice of such meeting shall contain a statement that such removal has been proposed and will be acted upon at the meeting.

Section 13  **Disqualification.** Any Director who changes his company affiliation or accepts a new position not related to the product scope of AMCA International shall automatically be considered as having submitted his resignation.

Section 14  **Voting.** All Board Members are eligible to vote when the vote is by ballot. The presiding officer (chair) can (but is not obliged to) vote whenever his vote will affect the result- to break a tie or to cause a tie in which the motion is rejected. Board members shall disqualify themselves from voting on any issue if they or their member company may have a direct personal or pecuniary interest not common to other members of the organization. Further the member shall excuse himself/herself from discussion on the issue.

**ARTICLE VI - OFFICERS**

Section 1  **Officers.** The officers of AMCA International shall be a Chairman of the Board of Directors, who shall be the immediate Past President; a President, who shall be the immediate Past Vice-President; a Vice-President, who shall be the immediate past Treasurer; a Treasurer, who shall be the immediate past Secretary; a Secretary who shall also be elected from amongst members of the board, and an Executive Director. The Executive Director and Deputy Executive Director shall serve as Assistant Corporate Secretaries of AMCA International and shall be authorized to fulfill all requirements of the role, subject to the direction of the Board of Directors.
AMCA International’s Director of Finance shall also serve as the Assistant Treasurer of AMCA International and shall work with the Treasurer to fulfill all requirements of that role, subject to the direction of the Board of Directors.

Officers must meet qualifications required of members of the Board (other than the Assistant-Secretaries and Assistant Treasurer).

Section 2 Term of Office. All officers (other than the Assistant-Secretaries and Assistant Treasurer) shall be elected by the Board of Directors at the time of each Annual Meeting of AMCA International and shall assume office immediately following their election and shall hold office until their successors are chosen and qualify in their stead.

Section 3 Removal. Any Officer may be removed from office, with or without cause, but without prejudice to the contract rights, if any, of the person so removed, by the affirmative vote of not less than two-thirds of the Directors, provided notice of such intended action shall be included in written notice of the meeting, and provided further that not less than ten days' notice shall be given of such meeting.

Section 4 Chairman of the Board of Directors. The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors.

Section 5 The President. The President shall call and preside at all meetings of the membership; he or she shall call and preside at all meetings of the Executive Committee and shall call all meetings of the Board; he or she shall appoint the members of all committees except those committees the membership of which is determined by these Bylaws, subject to the approval of the majority of the Board except when otherwise herein or by resolution provided, and he or she shall be ex-officio a member of all committees. He or she shall see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the Board of Directors to delegate any specific power, except such as may be, by statute, exclusively conferred on the President, to any other officer or officers of AMCA International. He or she shall act as a counsellor to the Executive Director on administrative and other matters. In the absence of the Chairman of the Board or in the case of disability of said Chair, the President shall perform the functions of the Office of the Chairman of the Board.

Section 6 The Vice-President. The Vice-President shall perform such functions as assigned to him by the President, and in the absence of the President, or in case of disability of the President shall perform the functions of the office of the President.

Section 7 The Treasurer. The Treasurer shall maintain vigilance over the financial condition of AMCA International and shall report the financial condition at each Executive Committee, Board and Membership Meeting; and shall perform such other duties as may be specified by the Board of Directors.

Section 8 The Secretary. The Secretary shall record and maintain a true record of the proceedings of the meetings of the AMCA International Board of Directors, keep a register of the AMCA International Membership, send proper notice of all meetings to each Member, notify all members of AMCA International Committees of their appointments and duties assigned to them, and act as Secretary of the Board of Directors.

Section 9 The Executive Director (ED). The Executive Director shall be responsible for the administration and management of AMCA International. His or her duties shall be in accordance with the policies and directives of the Board of Directors. Such policies and directives may be amended by the Board of Directors at any meeting of the Board of Directors. The Executive Director or Deputy Executive Director shall act as Assistant Corporate Secretary fulfilling the requirements of the role, and, as such, as a non-voting member of the Executive Committee.
Section 10 **Officer Absence.** In case of the absence of any officer of AMCA International, or for any reason that the Board of Directors may deem sufficient, the Board of Directors, subject to the provisions of the law, may delegate the powers or duties of such officer to any other officer or to any other person for such length of time as the Board determines.

**Section 11 Officer Vacancy.** If the office of any officer or agent shall become vacant by reason of death, resignation, retirement, removal from office or otherwise, the Board of Directors may choose a successor or successors.

**Section 12 Indemnity.** AMCA International shall indemnify each present, former and future Director or officer, employee or agent of AMCA International (and their heirs, executors and administrators) against all or any portion of any expenses actually and necessarily incurred by them or imposed upon him in connection with or arising out of the defense of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in which they are or have been made a party or threatened to be made a party by reason of this being or having been a director or officer, employee or agent of AMCA International, whether or not they continue to be directors or officers, employees or agent of AMCA International at the time of incurring such expenses or liabilities. Such expenses shall include, but shall not be limited to judgments, fines, court costs and attorney's fees and amounts paid in settlement reasonably incurred in connection with such action, suit or proceeding, other than amounts paid to AMCA International itself. AMCA International shall, however, indemnify such directors or officers, employees or agents of AMCA International only with respect to matters as to which they shall have acted in good faith in a manner which any person reasonably believed to be in or not opposed to the interests of AMCA International or its Members, or with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of AMCA International or its Members, or with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful. In the case of a suit by or in the right of the corporation, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of a duty to the corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The foregoing rights of indemnification shall be in addition to any other rights to which any director or officer, employee or agent of AMCA International may be entitled as a matter of law.

**ARTICLE VII - DIVISION AND REGION ORGANIZATION**

**Section 1 Divisions.** The membership of AMCA International shall be divided into Divisions, according to product group or type, as defined by the Board of Directors. Each Division shall consist of all of the members and only the members who qualify for membership as defined for that Division.

Upon admission to membership, or whenever a member changes its operation so as to affect its Division membership qualifications, each member shall be placed by the Board of Directors in the Division or Divisions and Region for which it is qualified.
Section 2  Regions. Geographical or political regions of the world may be defined as Regions by the Board of Directors. Each Region shall consist of the members, which qualify for membership as defined by the Board of Directors for that Region.

Section 3 Division and Region Activities. Each Division and region shall act as an independent unit on those matters exclusively within the scope of that Division or region; and shall develop its own program of activities and any country within a region may develop its own Council within the policies and objectives of AMCA International subject to the approval of the Board of Directors.

Section 4 Division and Region Chairs. The leaders of each active Division and Region shall be a Chair and a Vice-Chair and such other positions as the Division may require with approval of the AMCA International Board of Directors.

Section 5 Chair Election(s). Chair and Vice Chair shall be elected at the Annual Meeting of the Division or Region by representatives of members of the Division or Region and shall hold such chair position for a term approved by the Division or Region. Said term shall end at the conclusion of the Annual Meeting of AMCA International, or in the event of a vacancy, until their successors are chosen and qualify in their stead. These positions must be approved by the Board of Directors.

Section 6 Chair or Vice Chair or position Removal. Any Division or Region chair, vice chair or position may be removed from office, with or without cause, by the affirmative vote of not less than two-thirds of the Division or Region members, provided that notice of such intended action shall be included in written notice of the meeting, and provided further that not less than fifteen days' notice shall be given of such meeting. Such action must then be approved by the Board of Directors.

Section 7 Division and Region Representatives. The Chair of each Division and Organized Region as approved by the Board of Directors, shall appoint a representative to the Nominating and AMCA International Engineering Standards Committees and to such other committees as are deemed necessary.

Section 8 Division and Region Committees. Each Division and organized Region Chair may appoint such committees and form such Product Sections as are deemed necessary. An organized Division or Region shall be defined as one that the Board recognizes as a Division or Region having at least one duly elected or appointed chair and one that conducts regular meetings, at least once every two years. The Board of Directors shall approve committees and Product Sections appointed by the Division or Region Chair.

Section 9 Division and Region Meetings. Each Division and organized Region as approved by the Board of Directors, shall hold meetings on an as-needed basis, which unless otherwise authorized by the Board of Directors, shall be held at the same general time (either shortly prior or subsequent to) and at the same place as the Annual Meeting of AMCA International and/or the applicable Regional Annual Meeting. Other meetings may be called by the Division or Region Chair at any time and shall be called by the Division or Region Chair upon the written request of twenty-five percent of the Division members. Notice of the date, time, and place of every meeting and the business to be conducted shall be mailed to Division members at least fifteen days before the meeting.

Section 10 Quorum. Ten percent (10%) of the Division or Region members shall constitute a quorum, but a lesser number may adjourn the meeting from time to time without notice, other than announcement at the meeting, until the requisite number shall be represented. At any adjourned meeting at which the requisite number of Members shall be represented, any business may be transacted as originally notified.

Section 11 Voting. At all Division or Region meetings, each member represented at the meeting shall be entitled to one (1) vote. (See Article III, Section 6, and Article IV, Section 22, for Joint Member voting rights).
Section 12  **Staff at Meetings.** An AMCA International staff member is required to be in attendance at all meetings.

**ARTICLE VIII - MEMBERSHIP MEETINGS**

Section 1  **Place of Meetings.** Meetings of the membership shall be held at such place or places as determined by the Board of Directors.

Section 2  **Time of Annual Meeting.** The Annual Meeting of the membership shall be held in the three-month period following September 1 on such date or dates as approved by the Board of Directors. At said Annual Meeting, and if a quorum is present, the Full Members shall elect members of the Board of Directors for the number of vacancies available or as determined by the Board, by a majority vote of the Full Members present and voting for ensuing terms of office, and shall transact such other business as may properly come before the meeting. In the event a quorum is not present, elections shall be taken by letter ballot.

Section 3  **Midyear Meeting.** A Midyear Meeting of the membership may be held on such date or dates as fixed by the Board of Directors. At said Midyear Meeting, the members shall transact such business as may properly come before the meeting.

Section 4  **Regional Meetings.** Regular and special meetings may be held in geographical and/or political regions for purposes consistent with the interests of AMCA International and the Region, subject to the approval of the Board of Directors.

Section 5  **Special Meetings.** Special meetings of the members may be called by the President at any time and shall be called by the President upon written request of not less than twenty-five percent of the members of AMCA International. The purpose of such special meetings shall be stated in the notice of call.

Section 6  **Notice of Meeting.** Notice of the date, time, place and business to be conducted at each meeting of the members shall be mailed to each member. The Board of Directors shall determine the period of notice to be given, but the same shall in no event be less than fifteen days.

Section 7  **Quorum.** Ten percent (10%) of the Members, as represented by their Representatives or Alternates, shall constitute a quorum, but a lesser number may adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite number of Members shall be represented. At any adjourned meeting at which the requisite number of Members shall be represented any business may be transacted as originally notified.

Section 8  **Staff at Meetings.** An AMCA International staff member is required to be in attendance at all meetings.

**ARTICLE IX - AMCA INTERNATIONAL COMMITTEES**

Section 1  **AMCA International Standing Committees.**

There shall be the following standing Committees:

(a)  AMCA International Executive
Section 2 Committee Structure and Function.

A. AMCA International Executive Committee

The AMCA International Executive Committee shall consist of:
1. The President
2. The Vice-President
3. The Chairman of the Board
4. The Treasurer
5. The Secretary
6. The Executive Director as Assistant Corporate Secretary and non-voting member.

The AMCA International Executive Committee shall be elected by the Board of Directors excepting that the Chairman of the Board’s and the President’s election is mandated by Article VI, Section 1 of these Bylaws. The Executive Director is automatically a member as an identified officer of the association and is not elected by the membership, but contracted by the Board of Directors.

The AMCA International Executive Committee shall have and may exercise all of the powers of the Board of Directors between meetings of the Board of Directors. At each meeting of the Board of Directors, the Executive Committee shall render a full written report of all of its actions since the preceding meeting of the Board of Directors.

The Executive Committee shall also approve the annual budget, review monthly financial reports, supervise the investment of reserve funds, review the annual audit and supervise the administration of the AMCA International Staff Retirement Program.

If any member of the AMCA International Executive Committee dies, resigns, retires or is removed from his office, the President, or in his absence the Vice-President, may appoint interim Executive Committee members from the members of the Board of Directors, to serve until a new committee member is selected in accordance with the terms of these Bylaws.

B. AMCA International Engineering Standards Committee

The AMCA International Engineering Standards Committee shall consist of:
1. The AMCA International Engineering Chair
2. The Engineering Standard Representative of each Division.

The AMCA International Engineering Standards Committee shall be responsible for reviewing technical Standards that embrace the scope of more than one Division, and shall undertake such assignments as may be delegated to it by the Board of Directors or the membership.

C. AMCA International Nominating Committee

The AMCA International Nominating Committee shall consist of the Vice-President, who shall be Chair; a Past President appointed by the Board; the Treasurer; and a member from each of AMCA International’s Divisions or Regions as appointed by the Division and Region Chairs (as provided in Article VII, Section 7 of these Bylaws) except that the Chair of the Nominating Committee (the Vice President) shall automatically be the representative from the Division to which his or her company belongs.
The Committee shall present nominations in accordance with Article V, Section 2 of these Bylaws.

D. AMCA International Marketing Committee

The AMCA International Marketing Committee shall promote the mission and objectives of AMCA International, the use of AMCA International’s engineering standards and certification of ratings, and compliance with AMCA International’s Code of Ethics.

E. AMCA International Audit Committee

The Audit Committee of the AMCA Board of Directors shall consist of three board members, chaired by the Treasurer. One member shall be the Secretary, and the other member shall be selected by the board from members who are not on the executive committee. The Assistant Secretaries and Assistant Treasurer shall also serve in a non-voting capacity. The Audit Committee function is to fulfil the Board’s obligations in respect to 1) the audit of AMCA books and records, and 2) the system of internal controls AMCA will employ. The Audit Committee is also granted the authority to investigate any matter or activity involving financial accounting or reporting.

F. AMCA International Committee Chair

Except where otherwise herein stated, the President, subject to the approval of the Board of Directors shall appoint the Chair of each AMCA International committee and at his or her discretion a Vice-Chair.

G. Other AMCA International Committees

With the approval of the Board of Directors the President may appoint such other AMCA International committees as are deemed necessary.

H. Division and Region Representation

Except with respect to the Executive Committee, any Division or Region Chair shall have the right to place a delegate representing the Division to any committee.

I. Committee Functions

Committees function as provided by the AMCA International Board, Division or Region and report to the appropriate body.

**ARTICLE X - DUES AND ASSESSMENTS**

**Section 1 Annual Budget.** An annual budget shall be prepared by the Executive Committee and, after approval by the Board of Directors, shall be presented to the Members at least fifteen (15) days before the Midyear Meeting. The budget shall include a schedule of dues and assessments such that, together with other anticipated income, the total income shall be sufficient to cover the anticipated budget. At the Midyear Meeting such Board approved budget and schedule shall be presented to the Members. Nothing contained in the Section shall prevent the approval of further special assessments at any other meeting of the Members. While the Board of Directors may amend said budget, in no event shall the Board of Directors or any officer of AMCA International obligate AMCA International with respect to any fiscal year for a total in excess of the anticipated aggregate amount of AMCA International’s income for such year, except with the specific authority of the Executive Committee.
Section 2 Reporting. Each member shall file such reports as are determined by the Board as necessary for the administration of the approved schedule of dues and assessments. Each member who has a subsidiary company(ies) or division(s) that manufacturers and/or sells industry products within the scope of AMCA International shall report the sales of any such products for assessment calculation regardless of whether the subsidiary company or division is a Member, Joint Member or Provisional Member of AMCA International.

Section 3 Fiscal Year. The fiscal year of AMCA International and its Divisions shall commence on the first day of July.

Section 4 Audit. An audit of the accounts of AMCA International and its Divisions shall be made following the close of the fiscal year by a certified public accountant who shall be selected by the Board of Directors.

Section 5 Region or Division Assessments. Any Region or Division may, with Board approval, provide special assessments for exclusive use of that Region’s or Division's activities by vote of not less than two-thirds (2/3) of the Region or Division Members voting. Such special assessments shall be charged against Region or Division members on a basis determined by the Region or Division. Funds for Region or Division purposes shall be collected by AMCA International, but payment from said funds shall not be made except upon express authorization of the Region or Division. In no event shall the Region or Division obligate itself in excess of the total amount assessed.

Section 6 Statistic Program Participation. In Regions with a statistical program, members who participate in the statistical program may be offered a discount in dues or assessments for timely participation. The amount of the discount will be determined by the Board of Directors. Member companies who fail to report for a 3-month consecutive period may be excluded from the program for a period of two years. New members must begin reporting July 1 if they became members in the preceding February through June. New members must begin reporting January 1 if they became members in the preceding July through December.

ARTICLE XI - TERMINATION OF MEMBERSHIP

Section 1 Resignation. Any Member desiring to resign from AMCA International shall give notice in writing and shall be responsible for the payment of dues and regular assessments for the two (2) quarters following receipt of the resignation letter. Resignations are not effective until they have been accepted by the AMCA International Board of Directors.

Section 2 Retirement. Retirement of a Member from the industries covered in AMCA International’s scope shall terminate the membership of such Member.

Section 3 Expulsion. A Member may be expelled from AMCA International by not less than a two-thirds (2/3) vote of the entire Board for:

(a) Breach of the Bylaws or Code of Ethics not corrected to the satisfaction of the Board of Directors within thirty (30) days after written notification.
(b) Non-payment of dues and assessments or other financial obligation if not paid for a period of six months.
Section 4 **Liability for Dues and Assessments.** Termination of membership by reason of resignation, retirement, expulsion or other reason, shall not release such Member from any liability for dues and assessments accrued prior to the date of termination of membership.

Section 5 **Termination of Membership.** Upon termination of membership by reason of resignation, retirement from the industry or expulsion, the right of such Member to vote and all other rights, title and interest of such Member in or to AMCA International, its rights, privileges and property, shall cease.

Section 6 **Definition of Membership Not in Good Standing.** A member with uncontested financial obligations to AMCA International, unpaid for a period of 90 days, shall be deemed to be not in good standing and subject to the loss of services and rights and privileges of membership.

**ARTICLE XII - RULES OF ORDER**

In the event that standing Board procedures do not allow for the resolution of an issue, Robert’s Rules of Order shall apply.

**ARTICLE XIII - DISSOLUTION**

Upon the dissolution of AMCA International, the Board of Directors shall, after paying or making provision for the payment of all liabilities of AMCA International, contribute all the remaining assets of AMCA International to a tax-exempt entity with purposes similar to those of AMCA International.
ARTICLE XIV - AMENDMENTS

These Bylaws may be amended or repealed in the following way

Section 1 Amendment Procedures

Amendments to these Bylaws may be proposed by the Board of Directors. All proposed amendments must be received by the Secretary not less than sixty (60) days prior to AMCA’s Annual Meeting, then provided to the Executive Director for distribution by direct and electronic mail including an objective discussion of reasons for changes including arguments for and against adoption, to voting members not less than thirty (30) days prior to AMCA’s Annual meeting, at which time they are to be presented to the membership by the Board during the General Session and discussed.

Voting upon proposed amendments to these Bylaws shall be by letter ballot. Ballots shall be sent to the entire voting membership not more than thirty (30) days following the AMCA Annual Meeting at which time the proposed amendments were presented and discussed. The letter ballot shall present the current Bylaws provisions to be amended where applicable and the proposed amendments along with an objective discussion of reasons for changes including arguments for and against adoption.

Section 2 Adoption Requirements

Twenty percent of the Members (20%) eligible under these Bylaws to vote shall constitute a quorum for purposes of adopting an amendment. Abstentions shall count toward a quorum, but shall not be otherwise considered as an affirmative or opposing vote. The affirmative vote of at least sixty six percent (66%) of the members voting shall be required for the adoption of an amendment.

ARTICLE XV – VOTING VEHICLES

Whenever notices are required or off-site voting is conducted, it may be done by electronic means, so long as, in the case of secret ballots, the procedure utilized reasonably protects the confidentiality of the members’ votes.