

BYLAWS
(2010 EDITION)
of the
METAL TREATING
INSTITUTE, INC.

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METAL TREATING INSTITUTE, INC.**

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ARTICLE I
NAME

Section 1. The Name of this organization shall be METAL TREATING INSTITUTE, INC., a non-profit trade association incorporated in the state of Florida.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

Section 1. The location of the principal office of the Institute shall be determined by the Board of Trustees.

ARTICLE III
OBJECTIVES AND PURPOSES

Section 1. The objectives and purposes of the Institute shall be:

(a) To protect, promote, foster and advance by all lawful means, the interests of persons, firms or corporations regularly and continuously engaged in the business of performing and selling in the open market the service of heat treating metals and metal products who are or shall become members of the Institute;

(b) To promote the use of commercial heat treating services by all industries;

(c) To improve the conditions under which the industry operates;

(d) To study ways and means to protect the industry by all lawful means against unfair and unjust governmental burdens and exactions;

(e) To collect and disseminate data to the Institute members relating to the industry;

(f) To promote good understanding and mutually beneficial relations between employers and employees;

(g) To operate the Institute for the mutual benefit of all members of the Institute. (7-06)

(h) To have such other lawful objectives and purposes as the Board of Trustees may determine from time to time.

ARTICLE IV
MEMBERSHIP

Section 1. Types of Membership and Qualifications.

(a) "Voting Membership" in the Institute shall be open to (1) firms or corporations and divisions or subsidiaries thereof, who have regularly and continuously been engaged in the business of performing and selling on the open market the service of heat treating metals or metal products and (2) Associate Members. (7-06)

(b) "Associate Membership" shall be composed of three divisions (7-06):

(1) Captive Division is open to firms and corporations regularly and continuously engaged in in-house heat treating of metal or metal products. (7-06)

(2) Supplier Division is open to any firm or corporation, division or subsidiary thereof, which manufactures machinery, equipment, or materials or services commonly used in the heat treating process whereby revenues are generated directly

from the sale of those goods. Manufacturing sales representative companies who represent one of more suppliers as a sales or marketing organization where a royalties or commissions are earned are excluded from membership. A supplier company may represent only that company's products and/or services under whose name they applied. Representation of more than one company is not allowed.

(3) Educational Technology Transfer Division is open to any institution or organization that promotes research/development or technology transfer as its core business.

Policies, procedures and dues pertaining to "Associate Membership" will be established by the Board of Trustees. (7-06)

(c) "Emeritus Membership" (Non-voting) in the Institute shall be open to retired Voting or Alternate representatives of member companies who have held such positions for a period of ten (10) years, or who have served the Institute as either an officer or as a member of its Board of Trustees. (7-06)

(d) "Honorary Life Membership" (Non-voting) in the Institute may be bestowed on ex-members who have retired from active business life with exceptionally long and distinguished service to the heat treating industry.

Past Presidents are automatically granted Honorary Life Membership upon their retirement from active business life.

(e) "Special International Membership" (Non-voting) in the Institute shall be open to non-North American firms or corporations and divisions or subsidiaries thereof, who have regularly and continuously been engaged in the business of performing and selling on the open market the services of heat treating metals or metal products, and who elect not to hold a "Voting Membership" as provided in Article IV, Section 1(a). (7-81)

(f) Specific criteria for evaluating qualifications for the various types of membership shall be approved from time to time by the Board of Trustees.

Section 2. Membership Application.

(a) Application for admission to membership shall be on forms approved by the Board of Trustees and shall be available upon request at the principal office of the Institute.

(b) When requesting membership, prospective members shall furnish the Board of Trustees with satisfactory information that incurred dues, expenses and other obligations will be paid if membership is granted. Members must pay their dues in a timely fashion. (7-06)

(c) All applicants for membership shall submit a fully completed and signed application to the principal office of the Institute. Such application will then be reviewed and considered by the Board of Trustees.

Section 3. Admission to Membership.

(a) Admission to either a "Voting", "Special International", or "Emeritus" membership shall be by two-thirds (2/3) vote of the Board of Trustees. Admission to "Honorary Life membership" shall be by unanimous vote of the Board of Trustees. (7-81)

(b) The Chief Executive Officer shall have the duty and responsibility to keep applicants and members of the Institute

advised as to receipt and disposition of all applications for membership.

(c) An applicant eligible and approved by the Board of Trustees shall, upon the payment of the prescribed initiation fee and agreement to abide by the Bylaws of the Institute, become a member of the Institute.

(d) An applicant rejected for membership shall be notified of the reasons by the Chief Executive Officer.

Section 4. "Voting" Membership.

(a) Organizations as defined in Section 1 (a) of this Article, after review and approval by the Board of Trustees and upon payment of the prescribed initiation fee and agreement to abide by the Institute's Bylaws shall be entitled to a "Voting Membership".

(b) Upon being accepted for a "Voting Membership" each member shall designate, in writing, its voting representative and an alternate (who may act in the absence of the voting representative), who shall have full authority to act for such member company in all matters coming before the Institute or the Local Chapter with which the member may be affiliated.

(c) Each voting member shall have one (1) vote which may be cast in person, or by proxy, by either the voting representative or the designated alternate.

(d) Only a voting representative or the designated alternate duly named in writing by each member company shall be eligible to hold office and become a member of the Board of Trustees.

Section 5. Resignation of Membership.

(a) A member may terminate membership upon sixty (60) days written notice to the principal office of the Institute. (7-06)

(b) All rights, privileges, interests and any other corporate ties of the member to the Institute shall cease on the termination of membership. Such privileges include use of the MTI logo and MTI Statement of Limited Liability. (7-06)

Section 6. Membership Cancellations Due to Delinquency.

(a) Members who fail to pay their quarterly dues and obligations within sixty (60) days from the date of billing will be considered delinquent and will be notified of their delinquency by direct contact from the principal office of the Institute. The statement for dues will be payable within thirty (30) days of mailing of the notification of the delinquency.

Non-payment within the allotted time would consummate an automatic suspension of membership. All rights, privileges, interests and any other corporate ties of the member to the Institute shall cease on the suspension of membership. Such privileges include use of the MTI logo and MTI Statement of Limited Liability. (10-9)

(b) Members who have been suspended for non-payment of dues or other obligations may be considered for reinstatement, only after the applicant has paid, in full, all dues and obligations owed the Institute at the time of suspension. (7-06)

Section 7. Notification of Ownership Change in Member Companies.

(a) In the event that the business of any voting member company shall be sold, consolidated or the control thereof passes to a

new firm or corporation, the Institute's Chief Executive Officer shall be notified immediately.

(b) Voting Membership shall automatically pass to the new ownership without payment of any special fee unless such new ownership elects to terminate its Voting Membership in accordance with Section 5 of this Article.

(c) In the event Voting Membership continues, the new ownership shall promptly indicate by written notice to the Chief Executive Officer any change in either its voting representative or alternate.

ARTICLE V FINANCES

Section 1. Annual Dues and Initiation Fee.

(a) The annual dues and initiation fee for all classes of membership shall be fixed by the vote of the Board of Trustees. (7-06)

Section 2. Assessments.

(a) In the event the Institute shall become legally obligated in an amount which exceeds its assets, such excess shall be assessed voting members in proportion to the amount of dues and assessments paid by each voting member during the past twelve (12) month period or at a fixed amount determined and approved by the Board of Trustees. (7-06)

Section 3. Dues Payments.

(a) Dues shall be paid to the principal office of the Institute and deposited by the Chief Executive Officer in the name of the Institute.

(b) Dues payment information for each member shall be treated as confidential by the Chief Executive Officer; however, such confidentially shall not limit access to such information by the Board of Trustees for necessary management and budgetary decisions.

(c) No dues shall be refunded to any member whose membership terminates for any reason. (7-81)

Section 4. Budgets.

Each year, at its Fall meeting, the Board of Trustees shall approve the budget for the next fiscal year as recommended by the Finance Committee.

(a) At the Annual Business Meeting, the Treasurer shall present the budget for the ensuing year to the membership.

(b) The Chief Executive Officer shall not obligate the Institute in excess of its total annual budget without approval of the Board of Trustees. (10-9)

Section 5. Financial Statements.

(a) A Financial Statement of the Institute shall be made at least quarterly by the Chief Executive Officer to the Board of Trustees. The books and year-end Financial Statements of the Institute shall be audited at the expense of the Institute by a Certified Public Accountant, approved by the Board of Trustees. A Certified Audit shall be conducted no less than every three years with a "Review" audit on an annual basis when there is no Certified Audit. The Certified Audit or Review Audit shall be

submitted to the Voting Membership for final approval at the Annual Business Meeting.

Section 6. Bonding.

(a) The Treasurer, Chief Executive Officer and such other persons as specified by the Board of Trustees who are entrusted with the handling of Institute funds or property, shall furnish at the expense of the Institute, a fidelity bond approved by the Board of Trustees, in such a sum as the Board shall prescribe.

ARTICLE VI FISCAL YEAR

Section 1. The fiscal year of the Institute shall be from January 1 – December 31. (9-06)

ARTICLE VII MEMBERSHIP MEETINGS & VOTING PROCEDURES

Section 1. Annual Business Meeting.

(a) The Annual Business Meeting of the Institute shall be held after January 1st of each year on such date and at such place and time as the Board of Trustees shall fix. (9-06)

(b) Notice of the time and place of the Annual Business Meeting shall be mailed to each Voting member and all Emeritus and Honorary Life Members at least thirty (30) days prior to the date fixed for such meeting.

Section 2. The Order of Business at the Annual Business Meeting.

(a) The order of business at the Annual Business Meeting of the Institute shall be as follows:

1. Roll Call
2. Minutes of Previous Meeting
3. State of the Institute
4. Presentation of Certified Audit Report or Review Audit (whichever is applicable)
5. Presentation of the Board Approved Budget when applicable.
6. Miscellaneous Business
7. Unfinished Business
8. New Business
9. Report of the Nominating Committee
10. Nominations from the Floor
11. Election of Board of Trustees
12. Installation of New Trustees
13. Ratification of the Acts of the Election of Board of Trustees, Officers and Chief Executive Officer for the Previous Year.
14. Adjournment (9-06)

Section 3. Special Meetings.

(a) Special meetings of the Institute may be called by the President or by order of the Board of Trustees at any time or place designated. Each Member shall be given notice of Special Meetings at least thirty (30) days before such meeting.

(b) It shall be the duty of the President or the Board of Trustees to call a Special Meeting upon written request by twenty percent (20%) of the Voting members of the Institute.

(c) The business to be transacted at any Special Meeting shall be stated in the notice thereof and no other business will be considered at such Special Meeting.

Section 4. Chapter Meetings.

(a) Chapter meetings of the institute may be held at such time and place as shall be agreed upon by the Chapter membership.

(b) Copies of meeting announcements shall be forwarded to the Chief Executive Officer. (7-06)

Section 5. Quorum at Meetings.

(a) For General Membership meetings, twenty-five percent (25%) of the Voting Membership of the Institute in good standing shall constitute a quorum at its meetings. If no quorum is present, questions to be considered may be referred to the membership for actions by mail ballot. A majority of those present at any meeting may adjourn the meeting.

(b) Subject to approval of the Board of Trustees, each Chapter may determine its own quorum.

Section 6. Voting Procedures.

(a) Each Voting member shall have one (1) vote on matters coming before the Institute or a Chapter of which it is a member. Such one (1) vote may be cast in person, or by proxy, by either the Voting Representative or the designated alternate. (7-06)

(b) Unless otherwise provided herein, all actions of the Institute and its Chapters shall be by Majority vote, provided a quorum is present or represented. (3-91)

(c) Proxies - Voting Representatives of member companies absent from any meeting of the Institute may be represented thereat by proxy, which shall be in writing. A proxy may be given only to the representatives of another member company or to someone directly associated with the member company.

(d) Voting by Mail - Proposals may be offered to Voting members by a mail vote provided they are first approved by the Board of Trustees or have been petitioned by twenty percent (20%) of the Voting Membership. Members not answering mail ballots within fifteen (15) days shall be sent a second ballot, which if not answered within thirty (30) days from the date of the first ballot shall be counted as in favor of the proposal. (7-06)

Section 7. Rules of Order.

(a) Except as otherwise provided herein, Robert's Rules of order shall govern in any question of parliamentary procedure at any meeting of the Institute.

ARTICLE VIII BOARD OF TRUSTEES: ITS AUTHORITY, SELECTION AND MEETINGS

Section 1. Authority & Responsibility.

(a) The governing body of the Institute shall be a Board of Trustees elected by the voting membership, except for two "Associate Members", who shall be elected by the "Associate Membership". The Board shall have supervision, control and direction over all affairs of the Institute, its meetings, committees and publications; shall recommend to the membership its policies or changes therein; shall actively prosecute its objectives; and supervise the disbursement of its funds. (06-04)

(b) The Board of Trustees may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibilities to an Executive Committee or the Chief Executive Officer.

(c) The Board of Trustees shall have full authority to act on behalf of the Institute.

Section 2. Composition of Board

(a) The Board of Trustees of the Institute shall consist of one (1) Trustee for each of the Institute Chapters in existence, seven (7) Trustees representing the membership at large, plus two "Associate Members", plus the immediate Past President, plus the President, Treasurer and President-Elect. At the time of election of Officers, the President, Treasurer and President Elect may or may not be a current Trustee. (10-9)

(b) Membership on the Board of Trustees shall be limited to a maximum of one (1) Trustee from each Voting member company as listed in the current membership roster and shall be either the Voting Representative or the designated alternate of such Voting member company.

(c) Multi-corporation or divisional member companies shall be limited to two (2) representatives at a time serving on the Board of Trustees. (7-81)

Section 3. Selection, Nomination and Election of Trustees.

The Board of Trustees of the Institute shall be elected in accordance with the following procedure:

(a) Not later than the second meeting of the Board of Trustees after the Annual Business Meeting, the President shall, with the approval of the Board of Trustees, appoint and have announced to the membership a Nominating Committee consisting of five (5) or more voting members, none of whom shall be Trustees except the Immediate Past President. This committee shall select a group of nominees and report their selection to the Chief Executive Officer at least forty-five (45) days prior to the Annual Business Meeting. The Immediate Past President is Chairman. (7-06)

(b) The Nominating Committee shall contact the full membership for suggestions as to possible nominations. Suggestions may or may not be accepted by the Committee except in the cases of (1) nominees elected by each local Chapter (see Article XII, Section 4(a)), (2) by the "Associate Membership" (see Article VIII (1), and (3) a suggested petition by at least twelve (12) members, the latter case in which instance the name of the candidate must be placed on the ballot if he/she has indicated a willingness to serve. In the event a local Chapter does not elect a nominee, the Committee shall select a nominee to represent the Chapter. (8-94)

(c) Prior to making its selection of nominees known to the Chief Executive Officer, the Nominating Committee Chairman shall secure from each proposed nominee his/her agreement to serve and willingness to accept the obligation of the office, if elected.

(d) All nominees selected by the Nominating Committee shall be specified as being either a nominee representing his/her particular Institute Chapter or a nominee representing the membership at large. (6-77)

(e) All nominations for Trustees shall be for a term of three (3) years, except where such nomination is made either to fill an

unexpired term of the President or a vacancy temporarily filled by the Board of Trustees in accordance with Section 6 of this Article. (6-77)

(f) The principal office of the Institute, no later than thirty (30) days prior to each Annual Business Meeting, shall notify in writing to all Voting members the names of the candidates proposed by the Nominating Committee.

(g) At the Annual Business Meeting, the procedure for election of Trustees shall commence with the reading of the Nominating Committee's report followed by a request for nominations from the floor.

(h) Voting for Trustees shall be at the Annual Meeting and shall be by written secret ballot of the Voting or Associate Members (as the case may be) represented either in person or by proxy, unless such requirement is waived by the unanimous consent of the Voting and Associate Members present, respectively. (8-94)

(i) The persons receiving a plurality of the votes cast shall be Trustees and shall serve until the close of the meeting at which their successors are elected.

Section 4. Board of Trustees Meetings.

(a) The first meeting of the newly-elected Board of Trustees shall be held immediately following the close of the Annual Business Meeting for the purpose of electing officers. The Board of Trustees shall meet at least three times a year. (7-06)

(b) Meetings of the Board of Trustees, including special meetings, may be called at any time by the President or by the request of any four (4) Trustees to the Chief Executive Officer.

(c) Notice of all regular and special meetings of the Board of Trustees shall be given by the Chief Executive Officer to each Trustee. If by mail, such notice shall be posted at least ten (10) days prior to the meeting, or if by telephone, personally, or electronically in cases of special meetings, notice shall be received by the Trustee at least three (3) days prior to such meeting. (7-06)

Notwithstanding the above, any notice, which may be required may be waived by the person entitled thereto either by written notice before or after the meeting and attendance at any meeting shall operate as a waiver of such notice.

(d) The last regular meeting of the outgoing Board of Trustees shall be held not earlier than seven (7) days prior to the next Annual Business Meeting of the Institute. (7-81)

Section 5. Quorum and Voting of Board of Trustees.

(a) A majority of the members of the Board of Trustees shall constitute a quorum at their meetings.

(b) All actions taken by the Board of Trustees shall be by a majority vote at any meeting, provided a quorum is present.

(c) The voting right of a Trustee shall not be delegated to another nor exercised by a proxy.

(d) At any meeting of the Board of Trustees, secret balloting shall be observed when requested by any Trustee.

Section 6. Vacancies on Board of Trustees.

(a) Any vacancy occurring in the membership of the Board of Trustees between Annual Business Meetings shall be filled by a

vote of the Board of Trustees, except for the “Associate Member” Trustees who shall be elected by the “Associate Membership”. Any Trustee so selected shall fill such vacancy until the Next Annual Business Meeting. (6-04)

ARTICLE IX

LEGAL COUNSEL

Section 1. Appointment.

(a) The Board of Trustees may appoint Legal Counsel to serve for a period designated by the Board of Trustees, but not to exceed twelve (12) months without renewed approval by the next succeeding Board. Said Legal Counsel shall advise the Board of Trustees on matters specifically requested by the Board, and compensation of said Counsel shall be agreed in writing between the Board of Trustees and Legal Counsel.

(b) In the event that a legal dispute arises relating to any section of the bylaws of the Metal Treating Institute, the agreement of membership and membership’s rights and privileges, the sole and exclusive venue for such lawsuit shall be the Circuit Court of Duval County, Florida. In any litigation arising in relation to this agreement, the prevailing party in the litigation shall be compensated by the loser for attorney fees and court costs to recover fees. (10-09)

ARTICLE X

OFFICERS: THEIR SELECTION, TERMS, AUTHORITY, AND DUTIES

Section 1. Officers.

The Officers of the Institute shall be a President, Vice President/President Elect, Treasurer and Chief Executive Officer.

Section 2. Selection Procedure.

(a) The Board of Trustees shall be charged with the responsibility of selecting the Officers and the Chief Executive Officer of the Institute in accordance with these Bylaws.

(b) The President and Vice President/President Elect shall be elected by the Board of Trustees from among its current or past members. (8-94)

(c) The Treasurer shall be elected by the Board of Trustees and may or may not be a Trustee. (6-04)

(d) The Chief Executive Officer shall be selected by the Board of Trustees. (7-06)

(e) The election of officers is to be by secret ballot (including absentee ballots) at the first Board of Trustees meeting following the Annual Fall Meeting of the membership. A majority of the full Board of Trustees shall be required for election. (7-06)

Section 3. Term of Office.

(a) The President, Vice President/President-Elect and Treasurer shall be elected and shall take office at the first meeting of the Board of Trustees following the Annual Business Meeting and shall serve for a term of one (1) year or until their successors are duly appointed and qualified. (10-83)

(b) The Chief Executive Officer shall take and hold office in accordance with the terms and conditions specified in a written contract negotiated and approved by the Board of Trustees.

Section 4. President.

The President shall be the Executive Head of the Institute and shall:

(a) Preside at all General Membership meetings of the Institute and its Board of Trustees.

(b) Be the Chairman of both the Board of Trustees and the Executive Committee.

(c) Be an ex-officio member with right to vote on all Committees except the Nominating Committee.

(d) Be empowered with authority from the Board of Trustees to sign notes and contracts for the Institute.

(e) At the Annual Business Meeting of the Institute and at such other times as he/she shall deem proper, communicate to the membership or to the Board of Trustees such matters and suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Institute.

(f) Perform such other duties as are necessarily incident to the office of President or as may be directed by the Board of Trustees.

(g) Have his/her term of office as a Trustee end after serving one (1) year as President, at which time he/she becomes the Immediate Past President member of the Board. If this results in the creation of an unexpired term for Trustee, a new Trustee shall be nominated and elected to fill the unexpired portion of such term. (9-99)

Section 5. Vice President/President-Elect.

The Vice President/President-Elect shall preside at all meetings in the absence of the President and shall:

(a) Be Chairman of the Strategic Planning Committee and a member of both the Finance and Executive Committees.

(b) In the event that the President becomes physically unable to perform his/her duties, as determined by the Board of Trustees, assume the authority and obligations of the President until such time that the Board considers the President able to resume.

(c) In the event of the death or resignation of the President, assume, subject to Board of Trustees’ approval, the authority and obligations of the President.

(d) Perform such other duties as are necessarily incident to the office of Vice President/President-Elect or as may be directed by the Board of Trustees.

(e) Succeed to the Presidency when approved by the Board of Trustees.

Section 6. Treasurer.

The Treasurer shall have control over the financial matters of the Institute and shall:

(a) Establish in conjunction with the Chief Executive Officer and the approved Certified Public Accountant proper accounting

procedures for the handling and protection of the Institute's funds and property.

(b) Be Chairman of the Finance Committee and a member of the Executive Committee.

(c) Report on the financial condition of the Institute at the Annual Business Meeting and at other times when called upon to do so by the President.

(d) Perform such other duties as are necessarily incident to the office of Treasurer or as may be directed by the Board of Trustees.

(f) At the expiration of his/her term of office, deliver over to his/her successor, all books and other property of the Institute in his/her charge, or, in the absence of a successor, he/she shall deliver such properties to the President.

Section 7. Chief Executive Officer

(a) There shall be a Chief Executive Officer who shall have a contractual relationship with the Institute. Said contract shall be negotiated by the Board of Trustees. (7-06)

(b) The duties, services, obligations, compensation and other appropriate matters shall be covered by the contract that will go out to bid every five years. (7-06)

(c) The Chief Executive Officer shall be the chief administrative officer of the Institute and shall:

(1) Have responsibility for the management and direction of all operations, programs, activities and affairs of the Institute, including employment and termination of employment and the determination of compensation of members of his/her staff and supporting personnel, functioning within the framework of the policy aims and programs determined by the Board of Trustees and within the budgetary limitations approved by the membership.

(2) Receive and deposit dues, fees and assessments as directed by the Board of Trustees.

(3) Make payment for authorized obligations of the Institute.

(4) Have custody of the financial records of the Institute and the Minutes of all meetings of the membership and the Board of Trustees.

(5) Submit monthly statements to the Treasurer showing all financial transactions made during the prior month.

(6) Have authority with the President to sign all notes and contracts approved by the Board of Trustees.

(7) Attend and function as Recording Secretary at meetings of the membership, the Board of Trustees and at such other meetings as directed by the President.

(8) Be an ex-officio member without a right to vote on all Committees unless specifically appointed to such Committee by these Bylaws or the Board of Trustees.

(9) Send notices of meetings, submit to the Board of Trustees nominations to fill vacancies, prepare and distribute ballots for voting by mail, and with the President, tabulate the results of all voting.

(10) At the Annual Business Meeting of the Institute and such other times as he shall deem proper, report to the membership or to the Board of Trustees such matters and suggestions as may in his opinion, promote the welfare and increase the usefulness of the Institute.

(11) Perform such other duties as are usual for a trade association Chief Executive Officer as may be prescribed by the Board of Trustees.

(12) At the expiration of his/her term of office, deliver over to his/her successor, all books, money, and other property of the Institute in his/her charge, or, in the absence of a successor, he/she shall deliver such properties as directed by the Board of Trustees.

(c) The Chief Executive Officer shall not be connected in any way with any member company or associated with any organization in or serving the heat treating industry.

Section 8. Vacancy Due to Death, Resignation, etc.

(a) In the event that any officer should resign, die, or in the judgment of the Board of Trustees become unable to perform his duties, the Board shall have the authority to fill such vacancy for the balance of the term thereof.

ARTICLE XI COMMITTEES

Section 1. Authority to Appoint Standing Committees

The President, with the approval of the Board of Trustees, shall annually, no later than the first meeting of the Board of Trustees after the Annual Business Meeting, appoint as a minimum, the following standing Committees:

(a) Executive Committee.

There shall be an Executive Committee which shall be composed of the current President, the Immediate Past President, the Vice President/President-Elect, the Treasurer and the Chief Executive Officer. This Committee may be called into session only by the Board of Trustees, may exercise the powers of the Board of Trustees only when the Board is not in session and only when authorized to do so by the Board, and must report to the Board at its next meeting all action taken.

(b) Presidential Advisory Committee.

There shall be a Presidential Advisory Committee which shall annually be composed of the current President, the Immediate Past President, the Vice President/President-Elect, the Treasurer and the Chief Executive Officer. This Committee shall act in a purely advisory capacity when called together by the President who will serve as Chairman. These same people when called together by the Board of Trustees shall serve as the Executive Committee.

(c) Finance Committee.

The Finance Committee shall be composed of the President, the Vice President/President-Elect and the Treasurer. The Treasurer shall serve as Chairman. This Committee shall counsel with the Chief Executive Officer on the annual budget of the Institute and prepare written budget recommendations for submission to the Board of Trustees at its summer meeting. The Committee may also perform such other duties in connection with the finances of the Institute as the Board may determine from time to time.

(d) Membership Committee.

There shall be a Membership Committee composed of a minimum of one (1) member from each of the existing geographical districts of the Institute. The Chairman of this Committee shall be a Trustee, and the remaining members may or may not be Trustees. The Membership Committee shall concern itself with the expansion and development of new Voting memberships, and from time to time shall make reports and recommendations to the Board of Trustees and the institute's membership.

(e) Nominating Committee.

In accordance with the provisions of Article VIII, Section 3(a), there shall be a Nominating Committee to receive suggestions, Review qualifications and to nominate candidates for the succeeding Board of Trustees. There shall be a minimum of five (5) members on such Committee, none of whom shall be a current member of the Board of Trustees except the Immediate Past President who is chairman.

(f) Strategic Planning Committee.

There shall be a Strategic Planning Committee to develop and present to the Board of Trustees short and long-range plans to further the objectives of the Institute. The membership of this committee shall consist of the President, the Vice President/President-Elect, who shall serve as Chairman, the Immediate Past President, the Chief Executive Officer, plus such other members as the President shall appoint from time to time.

(g) Past Presidents Advisory Committee.

There shall be a Past Presidents Advisory committee composed of all living Past Presidents of the Institute who shall serve in an advisory (non-voting) capacity to the Board of Trustees at all meetings. The Chairman of the Past Presidents Advisory Committee shall be the immediate Past President. The Past Presidents Advisory Committee's charge is to oversee the strategic plan. (7-06)

Section 2. Special Committees/Task Forces.

(a) The Board of Trustees, through the President, may appoint such other committees/task forces from time to time as it may deem necessary and advisable. Such committees/task forces shall only exercise powers and perform such duties as may be specified by the Board of Trustees. (7-06)

Section 3. Committee/Task Force Operation.

(a) Except as these Bylaws may direct otherwise, each Committee/Task Force shall elect its own rules for procedure, fix the time and place of its meetings, and specify what notice thereof shall be given.

Section 4. Ex-officio Members of Committees/Task Forces.

(a) The President and Chief Executive Officer shall serve as Ex-Officio members of all committees/task forces except the Nominating Committee or as provided for in these Bylaws.

ARTICLE XII
LOCAL CHAPTERS

Section 1. Purpose of Chapters.

(a) For the purpose of accomplishing the objects of the Institute more efficiently, local Chapters may be organized by three or more Members under charter from the Institute upon approval by the Board of Trustees. Membership in local Chapters shall be limited to Members of the Institute.

Section 2. Member Rights.

(a) Members of the Institute shall have equal rights to vote and to hold office in a Chapter.

Section 3. Chapter officers.

(a) Each local Chapter shall elect a Chairman and Vice-chair/program chair from its membership to serve for one (1) year or until their successors have been qualified. At the invitation of the President, one or both may be invited to attend a board meeting. (7-06)

Section 4. Chapter Representatives on Board of Trustees.

(a) Each local Chapter shall elect (by letter ballot of voting members) its nominee for Trustee and shall submit its nominee to the Nominating Committee, via the Chief Executive Officer, no less than sixty (60) days prior to the Annual Meeting of the Institute. (7-06)

Section 5. Chapter Restrictions.

(a) The activities of each local Chapter shall be subject to such limitations and regulations as may be specified by the Institute's Board of Trustees.

ARTICLE XIII
AMENDMENTS

Section 1. Procedures for Amending.

Proposed amendments to these Bylaws if, recommended by ten (10) or more Members or by the Board of Trustees, shall be referred to the Institute for action either at a meeting, or by mail ballot, and shall become operative when approved by a majority vote of all member companies voting. Notification of such approval shall be mailed to the Membership by the Chief Executive Officer. (7-06)

Section 2. Precedence of Amendments.

It is recognized that additions, deletions and modifications to these Bylaws are both necessary and desirable from time to time, but that such changes will sometimes inadvertently conflict with other, older, sections. Therefore, all Sections amended or added after these amendments, shall bear at the end of the Section, the amendment date on which they were added or changed. The dated sections shall then take precedence over any conflicting sections which are not dated or which bear an earlier date. (8-75)

Section 3. Prior Bylaw Amendment History.

A chronology of the Institute's Bylaws and amendments thereto is as follows:

Adopted September 2, 1933 (Date of Incorporation)
Amended October 3, 1933
Amended April 14, 1934
Amended November 17, 1937
Amended April 14, 1944
Amended July 27, 1945

Amended March 10, 1947
Amended November 14, 1947
Amended July 20, 1949
Amended October 22, 1950
Amended July 29, 1954
Amended December 1, 1955
Amended August 21, 1956
Amended March 27, 1957
Amended May 24, 1957
Amended May 31, 1957
Amended September 12, 1964
Amended August 31, 1967
Amended October 14, 1968
Amended July 1, 1969
Amended August 8, 1975
Amended November 26, 1975
Amended April 26, 1976
Amended June 16, 1977
Amended October 21, 1979
Amended July 9, 1981
Amended October 1, 1983
Amended March 23, 1991
Amended September 20, 1992
Amended August 25, 1994
Amended September 21, 1996
Amended August 30, 1997
Amended September 30, 1998
Amended September 1, 1999
Amended June 1, 2004
Amended July 7, 2006
Amended August 20, 2009
Amended October 5, 2010

ARTICLE XIV **DISSOLUTION**

Section 1. Procedure.

The Institute may be dissolved by a majority vote of the Voting members at a Special Meeting called for that purpose; such dissolution to be effective ninety (90) days after such vote is taken, provided all outstanding obligations of the Institute have been paid.

Section 2. Distribution of Assets.

In the event of the dissolution of the Institute, its surplus funds, assets and other property shall be divided among the Voting member companies in good standing at that time in proportion to the amount of dues and assessments paid by each Voting member company during the preceding five (5) years.