

BYLAWS OF THE EARLY AMERICAN INDUSTRIES ASSOCIATION

DEFINITION: Throughout the following bylaws, the term Corporation shall be defined as synonymous with the Early American Industries Association.

ARTICLE I – MEMBERS

Section 1. **MEMBERSHIP** – Any person or institution may become a member of the Corporation on payment of the annual dues for the current year. Different levels and/or classes of membership may be established by the Board of Directors and are listed in the Policy and Procedure Manual.

Section 2. **ANNUAL MEETING** – The annual business meeting of members shall be held at such time and place as shall be designated by the Board of Directors. Special meetings of members may be called at any time by the President or by a majority of directors. Written or printed notices of every meeting at which business shall be conducted shall be mailed to each member at least thirty calendar days in advance thereof. Each member present at the meeting shall be entitled to one vote. Seventy-five members present at any meeting shall constitute a quorum

Section 3. **DUES** – The annual dues shall be determined by the Board of Directors and payable in advance on the first day of January of each calendar year. If any member shall fail to renew annual dues prior to the last day of February of each calendar year, his or her membership shall be suspended and after notice, his or her membership shall be terminated on the first day of April of that calendar year.

Section 4. **ATTENDANCE AT MEETINGS OF THE CORPORATION** – Members shall be entitled to attend any and all business meetings of the Corporation. Regarding membership activities of the Corporation other than any business portion thereof, the Board of Directors, by a majority vote of the Board of Directors shall have the authority to adopt and alter policies regulating attendance at the membership activities of the Corporation and make suitable exceptions, when required, for guests when the attendance of same is in the best interests of the Corporation and furtherance of its purpose.

ARTICLE II – DIRECTORS

Section 1. **NUMBER AND ELECTION** – The affairs and business of the Corporation shall be managed by a board of twelve directors exclusive of officers. Each year, one-third of the Board shall be elected for three year terms to fill the vacancies then occurring. All directors shall be members of the Corporation and elected by ballot. At least 90 days prior to the annual business meeting the Nominating Committee shall

inform the membership of the number of vacancies and the names of the members it nominates to serve as directors. At least 90 days prior to the annual business meeting, members can send additional nominations to the Secretary. A member, who receives 25 or more nominations from the membership at large and signifies a willingness to serve, will be added to the list of nominees proposed by the Nominating Committee. At least 45 days prior to the Annual Meeting the Secretary will provide each member a ballot listing the nominees. Ballots will be returned to the Secretary. There will be a 30 day balloting period at the end of which the Secretary will count the ballots and declare the results. Those nominees who receive the greatest number of votes will be elected to fill the vacancies on the Board of Directors. The membership will be informed of the results of the election. Those elected shall serve until their successors shall be elected. Each director shall not serve more than two consecutive full three year terms. Vacancies in board membership arising during a member's term shall be filled by the Board of Directors by appointment for the unexpired term. Directors appointed by the Board of Directors to fill a vacancy for an unexpired term shall be eligible to serve two consecutive full three year terms in addition to the partial unexpired term.

Section 2. MEETINGS AND POWERS – Meetings of the Board of Directors may be called at any time by the President or by a majority of the directors, by written notice, designating the time and place, provided to each director at least twenty days in advance thereof. A majority of the total number of members of the Board present in person shall constitute a quorum. The Board shall have power to determine what salaries, compensation or other emolument, if any, shall be paid to directors, officers, and employees. The Board may create such committees as they deem necessary to achieve the goals of the Corporation, and prescribe the duties to be performed by each committee. The Board by a majority vote may establish policies and procedures necessary to perform the business of the corporation.

Section 3. EXECUTIVE COMMITTEE – The Executive Committee of the Board of Directors shall consist of the President, the First and Second Vice Presidents, the Secretary, and a member at large elected from the Board of Directors. The Member at Large will be elected by the board each year at the Board of Directors meeting held in conjunction with the Annual Meeting of the Corporation. The Executive Director of the Corporation shall serve as ex-officio non-voting member of the Executive Committee of the Board of Directors. The Executive Committee, during the intervals between meetings of the Board of Directors, shall possess and may exercise all the powers of the Board of Directors in the management and direction of the affairs and business of the Corporation, in such manners as the Committee shall deem in the best interests of the Corporation in all cases in which specific directions shall not have been given to said Committee by the Board of Directors. The Committee may take action without meeting, provided that ten days written notice of any proposed action shall be provided to each of its members, and that four of the five members shall file with the chairman written approval thereof. The President shall serve as chairperson of the Executive Committee.

Section 4. FISCAL AFFAIRS – The application of all surplus funds of the Corporation shall be determined by the Board of Directors subject to the provisions of the Certificate

of Incorporation and Article IX of these By-Laws. The Directors shall present, at the annual business meeting of the Corporation, a report verified by the President and Treasurer, or by a majority of the Directors, showing the whole amount of real and personal property owned by the Corporation, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of acquisition; the amount applied, appropriated or expended to or for such applications, appropriations, or expenditures that shall have been made, and a report on the membership of the Corporation. This report shall become a part of the minutes of the annual business meeting.

ARTICLE III – OFFICERS

Section 1. NUMBER AND ELECTION OF ELECTED OFFICERS – The elected officers of the Corporation shall be President, First Vice President, Second Vice President, and Secretary, all of whom shall be members of the Corporation. The President, First Vice President, and Second Vice President shall be elected for a two year term and the Secretary for a three year term by a majority vote of those members present at the annual business meeting. They shall serve until their successors shall be elected and they shall only be members of the Board of Directors by virtue of their offices and shall each have one vote. The same person shall not hold more than one office. At the expiration of his or her elected term, no elected officer may be re-elected to the same office for a period of one year. Any vacancy occurring shall be filled at the next business meeting of the Corporation.

Section 2. DUTIES OF THE PRESIDENT – The President shall preside at all meetings of the members and of the Board of Directors; shall be empowered to cast an additional vote in the event of a tie vote; shall have general supervision of the affairs of the Corporation, subject to the approval of the Board of Directors, and shall generally perform the duties incident to his office. The President shall have the power to appoint the chair of any and all committees of the Corporation. The President shall have the power to appoint a special committee for a specific purpose not dealt with by any of the Standing Committees. In the event one of the officers of the Corporation is unable to perform the duties of his/her office, the President shall have the power to appoint a replacement for that office until the vacancy can be filled at the next business meeting by election as noted in Article II, Section 1 of the Bylaws. The President shall be an ex-officio member of all standing committees and special committees of the corporation.

Section 3. DUTIES OF THE VICE PRESIDENTS – The vice presidents may, in order of their rank, in the absence of, or incapacity of the President, perform the duties of that office. The First Vice-President shall serve as Treasurer of the Corporation. In addition, the First Vice-President during his/her term of office shall assist the Chair of the Meetings and Programs Committee in planning and carrying out the Annual Meeting of the Corporation. The First Vice-President will compile a report on the Annual Meeting of the Corporation and submit that report to the membership. The Second Vice-President

shall annually review the Bylaws of the Corporation to determine if any additions, deletions, or changes are necessary, and will maintain and distribute to all members of the Board of Directors an up to date Policy Manual of the Corporation.

Section 4. DUTIES AND APPOINTMENT OF THE EXECUTIVE DIRECTOR – The Executive Director shall be appointed by the Board of Directors to serve at the pleasure of the Board. The Executive Director shall be a non-voting member of the Board of Directors by virtue of his office. The Executive Director shall have care and custody of all funds and securities of the Corporation and shall deposit the same with such institutions as the Board of Directors may designate. The Executive Director shall collect and record all dues and other contributions received from members, and shall generally perform the duties incident to the office. The Executive Director shall keep an accurate list of all members, their post office addresses, e-mail addresses and the membership classes to which they belong. The Executive Director shall submit the Corporation records for annual audit at the direction and expense of the Corporation. The Executive Director shall be bonded at the expense of the Corporation. The Executive Director shall have custody of the Corporation seal and affix the same whenever duly authorized to do so.

Section 5. DUTIES OF THE SECRETARY – The Secretary shall supervise the sending of all notices of the business meetings and all meetings of the Board of Directors. The Secretary shall attend and record the transactions of all such meetings. The Secretary shall conduct such correspondence as may be assigned to the Secretary by the Board of Directors. The Secretary shall perform the duties assigned to the Secretary regarding the election of directors and officers as stated in Article II, Section 1 of these By-laws.

Section 6. HONORARY AND ADMINISTRATIVE OFFICERS – The Board of Directors may consider and elect such honorary officers as they may consider necessary and proper for the purposes of the Corporation. The Board of Directors, and between board meetings, the Executive Committee, may make such additional administrative appointments as they may consider necessary and proper for the purposes of the Corporation.

ARTICLE IV – COMMITTEES

Section 1. There shall be the following standing committees:

1. Membership Committee
2. Meetings and Programs Committee
3. Publications Committee
4. Endowment Fund Committee
5. Research Grants Committee
6. Awards Committee
7. Website Committee

The President has the power to appoint a special committee as noted in Article III Section 2. The Chairpersons and members of standing committees and appropriate special committees shall be appointed by the President from the membership. Their duties shall be determined from time to time by the Board of Directors and will be delineated in the Corporation Policy and Procedure Manual.

Section 2. NOMINATING COMMITTEE – There shall be a Nominating Committee appointed annually by the Board of Directors at a board meeting which occurs not less than three months prior to the annual business meeting of the Corporation. The Nominating Committee shall consist of five members chosen from the membership no more than two of whom shall be current officers or directors. The Committee shall nominate a slate of candidates for the officers to be chosen at the next annual meeting. Nominations for officers of the Board may also be made from the floor at the Annual Business Meeting. The Nominating Committee shall also nominate a slate of candidates for vacancies on the Board of Directors as provided in Article II, Section 1.

ARTICLE V

Section 1. CORPORATE SEAL – The Seal of the Corporation shall be that of which an impression has been made on the last page of the Corporate Bylaws.

ARTICLE VI

Section 1. POWER TO SIGN FINANCIAL DOCUMENTS – Checks, drafts, and other instruments for the payment of money shall be signed on behalf of the Corporation by person or persons as the Board of Directors shall from time to time designate as listed in the Corporation Policy and Procedure Manual.

ARTICLE VII

Section 1. AMENDMENT – These bylaws may be amended by a two-thirds vote at any annual business or special meeting of the members at which a quorum (75 members) is present on written notice mailed not less than thirty days in advance thereof.

ARTICLE VIII

Section 1. POWER TO FEDERATE – The Corporation on approval of a majority of the members of the Corporation present at an annual business meeting or special meeting at which a quorum is present (75 members), shall have the power to federate with other organizations whose purposes are in accordance with the purposes of the Corporation, provided that no such federation shall compromise the purposes or corporate existence of the Corporation or its powers or duties.

ARTICLE IX

Section 1. DISSOLUTION – Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section (501) (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

Adopted by the incorporators March 23, 1942 and by the Board of Directors March 28, 1942. Amendments of May 16, 1968, November 4, 1971, May 18, 1972, October 5, 1972, September 15, 1973, October 15, 1975, October 1, 1982, May 29, 1989, May 19, 1990, May 13, 1995, and May 3, 2000, adopted by the Board of Directors. Revised bylaws, adopted by the membership at the Annual Meeting on June 5th, 2010.