

**BYLAWS OF THE  
ISOSTATIC PRESSING ASSOCIATION  
(adopted 2009)**

***ARTICLE I*  
NAME**

1. The name of this Association shall be the Isostatic Pressing Association (hereinafter referred to as “Association”) which shall be unincorporated, not for profit.

***ARTICLE II*  
OBJECTIVES**

1. The objectives of the Association shall be:
  - a. To improve and to promote the technology and products of the isostatic processing industry;
  - b. to provide and promote appropriate forums for investigation, research and interchange of ideas relating to the isostatic processing industry;
  - c. to promote education in the science, practice and application of isostatic processing;
  - d. to arrange for the collection and dissemination of information pertaining to the isostatic processing industry; and
  - e. to provide technical facts, data and standards, fundamental to the technology and products pertaining to the isostatic processing industry.

***ARTICLE III*  
AFFILIATE OF METAL POWDER INDUSTRIES FEDERATION (MPIF)**

1. The organization will operate as a trade association within the Metal Powder Industries Federation (MPIF) ((hereinafter referred to as “Federation”), an incorporated 501 (c) (6) trade organization. It will share with affiliated associations the economies and other advantages of joint administration. While the Association is governed by its members in accordance with these bylaws, it is subject to the policies and regulations of the Federation.

***ARTICLE IV*  
LIMITATIONS**

1. The Association has no concern with and takes no action of any sort relating to production, selling, or any other commercial policies and practices of any company, whether a member of the Association or otherwise.

**ARTICLE V**  
**DISTRIBUTION OF REPORTS**

1. All reports of general interest distributed to the members shall be furnished to others desiring them for such consideration as may be established by the Association.

**ARTICLE VI**  
**MEMBERSHIP**

1. **Corporate Membership:** Any firm, corporation (or division thereof) is eligible for corporate, voting membership in the Association that:
  - a. Is commercially engaged in the utilization of isostatic processing techniques to manufacture products from metal powder and/or particulate materials, or
  - b. is commercially engaged in toll or captive isostatic processing, or
  - c. is an equipment supplier of primary isostatic processing equipment, such as hot isostatic presses, cold isostatic presses, high-pressure vessels, utilized by the isostatic processing industry.
2. **Associate Membership:** Any firm, corporation (or division thereof) not otherwise qualified for corporate membership as described above, as determined by the Board of Directors, shall be eligible for associate, non-voting membership providing that it is:
  - a. An equipment supplier of ancillary isostatic processing equipment, such as high-pressure pumps, furnaces, controllers, etc., or
  - b. a service provider to the isostatic processing industry, or
  - c. upon approval by the Board of Directors, an organization, university, research & development facility or consultant that is aligned with the purposes and focus of the Association.
3. **Written Application:** Application for membership shall be in writing on forms provided by the office of the Association, duly executed by the applicant.
4. **Admission:** The applicant shall be notified of its election or rejection immediately following action thereon by the corporate members of the Association. A majority is required for acceptance.
5. **Official Representative:** Each member shall designate an individual to serve as its Official Representative and who shall in person, or by proxy, be authorized to represent, vote and act for the member in the affairs of the Association. This does not preclude other individuals from member companies from participating in the affairs of the Association, including the holding of office therein.
6. **Alternate Official Representative:** Each member also shall be entitled to designate Alternate Official Representatives who shall be authorized to act on behalf of the Official

Representative in all respects including voting and who shall receive copies of all bulletins, ballots and other information furnished by the Association to the Official Representative. A nominal service fee, the amount determined by the MPIF Board of Governors, shall be levied for each Alternate Official Representative to defray extra costs.

7. ***Eligibility and Removal of Official Representatives:*** Only employees of member companies may be Official Representatives. If an Official Representative's status as such ceases, he or she shall automatically cease to be Official Representative. Official Representatives may be removed and replaced by members at any time by written notice to the office of the Association.
8. ***Voting:*** For all matters affecting the Association, corporate members shall be entitled to cast one vote.
9. ***Termination of Membership:*** Membership in the Association may be terminated by voluntary withdrawal, or otherwise as provided in these bylaws. By acceptance of membership in the Association, every member shall be deemed to have waived, and does thereby waive, in case of resignation or termination of membership in the Association for any other reason, all further rights and privileges of membership, all claims to any participation in the assets or benefits of the Association and all claims for damages for or because of such resignation or termination of membership.
10. ***Notice of Termination:*** Membership in the Association may be terminated by written resignation addressed to the Association. Such termination of membership shall be effective upon the receipt of such resignation and payment of dues or other financial obligations owed as of that date.
11. ***Termination for Cause:*** Ceasing to have the qualifications for membership shall be sufficient cause for such termination. Any membership may also be terminated for cause. Termination shall be by two-thirds vote of the entire membership of the Board of Directors; provided that a statement of the charges shall be communicated to the member at least fifteen (15) days before final action is taken thereon.

## ***ARTICLE VII*** **MEETINGS OF MEMBERS**

1. ***Annual Meeting:*** Unless otherwise ordered by the Board of Directors, there shall be an annual meeting of the Association, in person or by other means, to transact association business. Notice of such meetings shall be given to each member at least fourteen (14) days before the time appointed for the meeting.
2. ***Special Meetings:*** Special meetings of the members may be convened by order of the Board of Directors or of the President at such place or places as the Board of Directors, or if convened by order of the President, then as the President, shall determine. Written notice of the time, place and purpose of such meetings shall be given to each member at least five (5)

days before such meeting. It shall be the duty of the Board of Directors or of the President to call a special meeting of the members whenever requested to do so in writing by one-fifth of the members.

3. **Quorum:** The presence of one-half of the current corporate voting members at any meeting of the Association in person or by proxy or by letter ballot shall constitute a quorum.
4. **Meeting Attendance by Non-Member:** The President may at his/her sole discretion grant or deny requests to attend an Association meeting by a non-member.
5. **Presiding Officer:** In the event of the inability of its President to preside at a meeting of the Association, the chair shall be filled by that Past President available who had occupied the office most recently. If none is present, the members in attendance shall elect a Director of the Association to preside.
6. **Minutes:** It shall be the responsibility of the Executive Director to make arrangements for the recording of accurate and proper minutes of all Association meetings and meetings of the Board of Directors.

#### **ARTICLE VIII MANAGEMENT**

1. **Management:** The management and control of the Association shall be vested in elected officers and a Board of Directors subject to the bylaws.
2. **Executive Director:** The Executive Director of the Federation shall also serve as Executive Director of the Association and in general charge of its headquarters, operating staff, and all such Association activities as may be directed by the President or Board of Directors.
3. **Fiduciary Responsibility:** The Executive Director shall be responsible for the collection and disbursement of all funds of the Association as prescribed by the Board of Directors.
4. **Committee Appointment:** The Board of Directors shall have the power to appoint and to define the powers and duties of such committees as the Board from time to time may deem advisable.

#### **ARTICLE IX OFFICERS**

1. **Officers:** The officers of the Association shall be a President, who shall serve as Chairman of the Board of Directors and the Executive Director. The President must be an employee of a corporate member of the Association.
2. **Duties of the President:** The President shall preside at all meetings of the members and at all meetings of the Board of Directors. He shall have power to call meetings of the Board of Directors or of any committee from time to time and it shall be his duty to call such meetings when requested to do so by at least two Directors.
3. **Election of President:** For the election of the President, a nominating committee shall be appointed by the Incumbent President. This committee shall consist of three members of whom two shall be members of the Board of Directors. If the incumbent President is ineligible to succeed himself, he shall be an ex-officio member of this committee. The immediate Past President shall serve as Chairman. This committee shall be appointed not less than thirty (30) days prior to the date of the annual meeting. The name of the nominee shall be submitted by letter ballot to the Official Representatives of all corporate voting members. The ballots shall be returned to the Executive Director prior to the annual meeting. The candidate who receives the most votes cast for the office of President shall be elected.
4. **Term of Office:** The term of office of the President shall be two years, commencing at the conclusion of the annual meeting of MPIF. The President may not serve for more than two consecutive terms, unless circumstances prevent a suitable successor from being nominated and elected.
5. **Representation on Federation Board:** The President shall serve as a member of the Board of Governors of the Federation and shall represent the interests of the Association on the Board of Governors.

## **ARTICLE X BOARD OF DIRECTORS**

1. **Board of Directors:** The Board of Directors shall consist of no more than seven (7) Directors and shall include the immediate Past President, the Executive Director and the President. Directors, excluding officers, shall serve for a term of three years or until their respective successors are elected and shall qualify. Directors may not serve for more than two consecutive terms, unless circumstances prevent a suitable successor from being nominated and elected. All terms of office begin at the close of the annual meeting.
2. **Eligibility:** Only Official Representatives and Alternate Official Representatives for corporate members, as defined elsewhere in these bylaws, and only consenting and qualified individuals who have been nominated by the Board of Directors or by petitions signed by a majority of the voting members may be elected Directors.

3. ***Election of Directors:*** For election of Directors, the same nominating committee shall function and the same procedure shall be followed as set forth for the election of the President.
4. ***Meetings:*** Meetings of the members of the Board of Directors may be convened by order of the President. Written notice of the time, place, and purpose of such meetings shall be given to each member at least five (5) days before such meeting.
5. ***Order of Business:*** At any meeting of the Board, the business shall be transacted in such order as the Chairman may determine.
6. ***Quorum:*** Fifty percent of the Board of Directors shall constitute a quorum. The vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by statute.
7. ***Automatic Resignation:*** Any Director absenting himself from three consecutive meetings of the Board of Directors may be deemed by the Board of Directors to have resigned his directorship, and the vacancy thus created may be filled by the Board of Directors.
8. ***Removal from Office:*** Any member of the Board of Directors whose actions are deemed to be detrimental to the interests of the Association may be removed as a Director by a vote of two thirds of the Board of Directors at any regular or special meeting of the Board.
9. ***Vacancies:*** Any vacancies that may occur on the Board of Directors between annual elections, by reason of death, resignation, or otherwise, may be filled by the Board of Directors for the unexpired term.
10. ***Meeting Attendance by Non-Board Member:*** Any member of the Association shall be permitted to attend any meeting of the Board of Directors upon submitting to the President in advance his or her intentions in advance of the meeting.

## **ARTICLE XI DUES AND BUDGET**

1. ***Dues:*** Each member of the Association shall pay dues to support the activities of the Association and the Federation as prescribed by the Board of Directors. The costs of these activities consist of:
  - a. A share of the MPIF Programs, Services and Administration Budget, which is established annually by the Board of Governors of the Federation and which is shared among the federated trade associations;
  - b. other programs and activities shared with federated-associations which are established annually and subject to the approval of the corporate members; and
  - c. expenses of Association-sponsored programs.

2. **Surpluses and Deficits:** Any year-end surpluses or deficits generated by the Association shall be the responsibility of the Association and shall not revert to the Federation. Surpluses may be credited to the Association budget for the succeeding year or added to an interest-earning reserve fund.
3. **Budgets:** All proposed budgets shall be submitted to the corporate members for adoption.
4. **Assessments:** Special activities of the Association, if impractical or inequitable for inclusion in the budget, can be financed separately and voluntarily, subject to the approval of the Board of Directors.
5. **Dues Payment:** Membership dues for a full calendar year are payable before the end of the first quarter of the year. There shall be no refunds of dues as a result of termination of membership.
  - a. Failure to pay dues within sixty (60) days of due date will cause the member to be subject to expulsion from membership;
  - b. neither the members nor the Association shall be obligated to pay assessments over the established dues.

**ARTICLE XII  
FISCAL YEAR**

1. The fiscal year of the Association shall be the calendar year.

**ARTICLE XIII  
STATISTICS**

1. **Statistical Reporting Programs:** Subject to approval by its general counsel, the Association may conduct statistical reporting programs for the purpose of providing reliable information to the members of the Association and other interested parties. Any such program shall include the following features:
  - a. The program will be conducted by the Executive Director or other independent person or agency ("the collecting agent");
  - b. all members of the Association, if applicable, will be invited to participate;
  - c. each participating party may be asked to submit each month to the collecting agent, on appropriate forms, confidential reports of the data comprising the basis of the statistics program and covering the period of time agreed upon;
  - d. the collecting agent shall promptly consolidate the data so collected and furnish each reporting party with a report showing the combined totals of the amounts in each category reported, but without identifying the specific amounts submitted by individual parties. The collecting agent shall not furnish data on any product where there have been fewer than three reporting parties for the period in question. After

- such consolidation of the data submitted each month, the individual party reports shall be destroyed;
- e. no comments, analysis or data other than the consolidated figures themselves shall be included in the reports, and there shall be no discussion of unconsolidated figures by representatives of members at any Association meeting or in connection with any other business of the Association; and
  - f. the consolidated reports compiled by the collecting agent shall also be available upon request to agencies of the United States Government and other interested parties. Parties other than government agencies may be charged a reasonable fee for such reports.

***ARTICLE XIV***  
**COMPLIANCE**

1. The acceptance of membership and payment of dues shall constitute an acceptance of an agreement to abide by the terms hereof and any other regulations of the Isostatic Pressing Association.

***ARTICLE XV***  
**DISSOLUTION**

1. Upon dissolution of this Association, each member then in good standing shall be entitled to a share in the distribution of its funds and assets in the proportion that the aggregate amount of dues and assessments paid in the preceding five (5) years by such member or its predecessor to the Association bears to the aggregate amount that was paid to the Association by all of its members in good standing at the time of dissolution or by their predecessors.

***ARTICLE XVI***  
**AMENDMENT**

1. These bylaws may be altered, amended, or repealed, in whole or in part and new ones adopted, at any annual, or special meeting, or by letter or electronic ballot, by a two-thirds vote of all the corporate, voting members of the Association.

## APPENDIX

### ESTABLISHMENT OF ASSOCIATION POSITION

In matters involving agencies of the government and the interests of the industry represented by the Association, a formal position of the Association shall be established by means of the following procedures:

1. All members shall be advised of the subject to be discussed in advance of any regular or special meeting through a formal meeting notice and agenda with as much advance detail as can be prepared and circulated.
2. Adequate time shall be allowed for discussion at the meeting in order that all present may have the opportunity to express their views.
3. On completion of discussion, a motion for adoption of the position *in principle* may be made as a means of establishing a consensus of the membership present.
4. The above action shall not constitute the formal position of the Association until a written formal position paper has been prepared and circulated to the total membership by the Executive Director for letter ballot approval.
5. During the letter balloting process members may suggest revisions in the position which if adjudged substantive and not merely editorial by the Executive Director would require re-balloting.
6. The letter ballot shall provide for voting in the affirmative, the negative or abstaining. Adoption of a position requires that the total number of affirmative ballots returned shall be two-thirds of the total voting membership in the Association. Those members who vote in the negative shall be so advised of the results and shall have the opportunity to prepare a minority position paper if they so desire.
7. Upon issuance of the Association formal position, each member shall be authorized to use it in contacting congressmen and other representatives of the government, paraphrasing it as he sees fit, providing in doing so that the intent is not altered. Extra copies of the position paper shall be provided to all members requesting them for distribution per se.
8. The issuance of the Association position paper shall also serve as the basis of a release to the appropriate trade press by the Federation's Public Relations Director.
9. In such matters that may embrace the interest of segments of the metal powder producing or consuming industries beyond those represented in the Isostatic Pressing Association, the letter balloting procedure described above shall be carried out under the direction of the Federation Executive Director.
10. In those instances where a formal position fails to achieve a two-thirds majority then all members are at liberty to prepare and issue their own statements, providing they do not by implication or in fact indicate that their view is endorsed by the Association.