

**BYLAWS OF THE
METAL POWDER PRODUCERS
ASSOCIATION**

**(adopted 1958, amended 1963, 1967, 1968,
1978, 1987, 1990, 1996, 2003, 2006 and 2007)**

ARTICLE I
NAME

1. The name of this Association shall be the Metal Powder Producers 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 products of the metal powder producing industries;
 - b. to promote investigation, research and interchange of ideas among its members;
 - c. to promote education in the science, practice and application of metal powders; and
 - d. to arrange for the collection and dissemination of information pertaining to the metal powder producing industries;
 - e. to provide technical facts, data and standards, fundamental to metal powders and to the applications of metal powders;
 - f. to cooperate with governmental agencies so as to provide within the scope of the Association, maximum service to the government at all times.

ARTICLE III
AFFILIATE OF METAL POWDER INDUSTRIES FEDERATION

1. The organization will operate as a trade association within the Metal Powder Industries 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 if commercially engaged for a period of not less than one year in the production and sale in North America (USA, Canada and Mexico) of metal powders, metal flakes, metal fibers, or non-metallic powder additives used with these materials, such as graphite or lubricants.
2. **Associate Membership:**
 - a. **Re-processors/Resellers** - Any firm, corporation (or division thereof) not otherwise qualified for corporate membership as described above, shall be eligible for associate, non-voting membership if it falls within the following categories: powder “re-processors” or “resellers”.
 - b. **Overseas** - Any firm, corporation (or division thereof) is eligible for associate, non-voting membership in the Association if commercially engaged for a period of not less than one year in the production outside of North America (USA, Canada and Mexico) and sale of metal powders, metal flakes, metal fibers, or non-metallic powder additives used with these materials, such as graphite or lubricants.
3. **Eligibility:**
 - a. For the purpose of eligibility, powders shall be defined as discrete particles of elemental metals or of mixtures of elemental metals, or of alloys the sizes of which are not significantly larger than 12 mesh (U.S. series). In the case of fibers, their diameters shall be in the order of 0.065 in. or less.
 - b. For the purpose of associate membership eligibility, “reprocessors”, shall be defined as firms obtaining green PM scrap, milling, mixing and /or otherwise processing the resultant powder to a customized specification on a toll or resale basis. “Resellers” shall be defined as firms purchasing powders from primary sources and re-packaging and/or re-selling the powders to the open marketplace.
4. **Written Application:** Application for membership shall be in writing on forms provided by the office of the Association, duly executed by the applicant.
5. **Admission:** The applicant shall be notified of his election or rejection immediately following action thereon by the corporate members of the Association. A majority is required for acceptance.

6. **Official Representative:** Each member shall appoint and certify to the Executive Director, 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.
7. **Alternate Official Representative:** Each member also shall be entitled to appoint and certify to the Executive Director Alternate Official Representatives who shall be authorized to act in 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 from time to time by the Board of Governors, shall be levied for each Alternate Official Representative to defray extra costs.
8. **Eligibility and Removal of Official Representatives:** Only bona fide owners or full-time executives of member companies may be Official Representatives. If an Official Representative's status as such ceases, he 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.
9. **Voting:** For all matters affecting the Association, corporate members, shall be entitled to cast one vote. Associate members shall not have voting privileges.
10. **Termination of Membership:** Membership in this 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.
11. **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 as of that date.
12. **Termination for Cause:** Any membership may be terminated for cause. Ceasing to have the qualifications for membership shall be sufficient cause for such termination. 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 mailed by registered mail to the last recorded address of the member at least fifteen (15) days before final action is taken thereon. The statement shall be accompanied by a notice of the time and the place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person or by his representatives and present any defense to such charges.

ARTICLE VII
MEETINGS OF MEMBERS

1. **Annual Meeting:** The annual meeting of the members of the Association shall be held at the same time and place as the annual meeting of the Federation.
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-tenth of the members.
3. **Quorum:** The presence of one-half of the current corporate voting members at any meeting of the Association shall constitute a quorum and in case there be less than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present.
4. **Meeting Attendance by Non-Member:** The President may at his 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. He shall be empowered to designate for this purpose a qualified member of his staff.

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 be the chief administrative officer of the Association and in general charge of its headquarters, its operating staff and all such Association activities as may be directed by the President or Board of Directors.
3. **Fiduciary Responsibility:** The Executive Director of the Federation shall be responsible for all funds of the Association and shall give bond for the faithful performance of his duties.

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 an 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 which two shall be members of the Board of Directors and one shall be from the membership-at-large. 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. The same nominating committee shall also serve in the selection of candidates for the Board of Directors.
4. **Term of Office:** The term of office of the President shall be two years, commencing at the conclusion of the annual meeting of the Federation. The President may not serve for more than two consecutive terms.
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.
6. **Appointment of Executive Director:** The Executive Director shall hold the same office in the Metal Powder Industries Federation and shall be appointed by the Board of Governors of the Federation.
7. **Duties of Executive Director:** It shall be the duty of the Executive Director, if so ordered, to give notice of all meetings of the members and of the Board of Directors, and safely keep all documents and papers which shall come into his possession. He shall also perform such other duties as shall be required by the President or by the Board of Directors.

ARTICLE X
BOARD OF DIRECTORS

1. **Board of Directors:** The Board of Directors shall consist of no less than six (6) 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. Any Director shall be eligible for re-election. All terms of office begin at the close of the annual meeting.

2. ***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.
3. ***Order of Business:*** At any meeting of the Board, the business shall be transacted in such order as the Chairman may determine.
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.
5. ***Eligibility:*** Only individuals qualified to act as 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.
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. ***Teleconferencing:*** Any one or more members of the Board of Directors may participate in a meeting of the Board by means of a teleconference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
8. ***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.
9. ***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 from office by a vote of two thirds of the Board of Directors at any regular or special meeting of the board.
10. ***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.
11. ***Meeting Attendance by Non-Board Member:*** Any qualified member of the Association shall be permitted to attend any meeting of the Board of Directors upon submitting to the Executive Director five (5) days in advance of the meeting, a written memorandum stating good and sufficient reasons for desiring to attend.

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. The costs of these activities consist of:

- a. A share of the Programs, Services and Administration Budget which is established annually by the Board of Governors of the Federation and which is divided among the federated trade associations;
 - b. expenses of Association-sponsored programs and other activities shared with federated-associations which are established annually and subject to the approval of the corporate members; and
 - c. when applicable, any allocated share of budgets for those councils to which the member belongs.
2. **Funding of Association Programs:** The funding of Association programs shall be distributed on a proportionate basis. This shall be the approximate "value added" by the corporate members in converting raw materials to finished metal powders as set forth in Sections 3 and 4.
 3. **Regulations for Dues Determination:** Regulations for the determination of dues furnished each member by the Executive Director each year shall include the current list of assessable powders, the factors to be used and the dues classes for various "factored tonnages". Any member can request a change in the regulations by written notice to the Executive Director. Such notice shall include the reason for the request and any evidence supporting the proposed change. Recommendations for changes in the regulations for the determination of dues shall be made by the Executive Director to the Board of Directors for their approval by a majority vote. Changes approved by the Board of Directors shall then be submitted to the corporate membership for letter ballot approval by a majority of the votes cast or at a regular meeting at which a quorum is present.
 4. **Assessment of Dues:** Members engaged in the production and/or selling of metal powders, metal fibers, or non-metallic powder additives used with these materials shall be assessed for dues paying purposes on the shipment during the twelve-month period July 1 - June 30 of the previous calendar year;
 - a. Only on those products that are required to be in powder or fiber form for their end-use applications and;
 - b. the use of which involves the forming of shapes by powder metallurgy or related powder consolidation technology or; and
 - c. in which the Association has an interest in the promotion thereof, or is otherwise concerned with, as determined from time to time by the Board of Directors. Powders purchased from another producer solely for mixing purposes and not for further processing or upgrading shall not be assessable to the purchaser. All powders produced under government contract for use by agencies of the government shall not be assessable. For the purpose of dues assessment, powders shall be defined as discrete particles of elemental metals or of mixtures of elemental metals or of alloys the sizes of which particles are not significantly larger than 12 mesh (U.S. series). In the case of fibers, their diameters shall be in the order of 0.065 in. or less.

<u>DUES CLASS</u>	<u>FACTORED TONNAGE</u>	<u>SHARE</u>	<u>PROPORTIONATE DUES</u>
I	0-400	3	3 x K
II	400-1,000	4	4 x K
III	1,000-2,500	5	5 x K

IV	2,500-6,000	6	6 x K
V	6,000-15,000	7	7 x K
VI	15,000-30,000	8	8 x K
VII	30,000-60,000	9	9 x K
VIII	60,000-OVER	10	10 x K

The value of "K" shall be determined by the Executive Director as follows:

- a. Multiply the number of members in each class by the dues for each class;
- b. add the total number of "K" thus derived;
- c. divide that portion of the budget approved by the general membership by the total number of "K". The quotient is the dollar value of "K"; and
- d. each member's dues is determined by multiplying the dollar value of "K" by the "proportionate share" established for his Class.5.

5. **Special Programs Council:** Members of the Association may affiliate themselves as councils within the Association and subject to these bylaws, for the purpose of conducting and supporting special programs or activities not otherwise carried out by the Association. Such programs shall be funded and budgeted separately from those of the Association as a whole.

6. **Dues Considerations:**

- a. The dues for corporate members shall be determined by the Executive Director each calendar year considering the following:
 1. The Association or Council budget for the year involved;
 2. Any surplus or deficit from the previous year's operations and;
 3. The Class to which each corporate member belongs as reported to the Executive Director each year. This Class shall be based on the "factored tonnage" and "dues class" as set forth in Sections 3 and 4;
 4. The number of associate association members.
- b. The dues for re-processor/reseller associate members shall be set at one and one-half times the "K" factor as developed in Article 4c above.
- c. The dues for overseas associate members shall be determined by the Board of Directors.

7. **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.

8. **Proposed Budgets Submission:** All proposed budgets shall be submitted to the corporate members for adoption at the annual meeting prior to the calendar year involved.

9. **Special Activities Financing:** 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.

10. **Dues Payment:** Membership dues for a full calendar year are payable before the end of the first quarter of the year. Members have the option, however, of making payments on a quarterly basis. In the event of termination of membership for any reason, during the year, all unpaid installments become immediately payable. 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; and
- c. a new member shall be required to pay only that remaining portion of his annual dues obligation adjusted to the nearest quarter based on the date of his formal acceptance as a member.

**ARTICLE XII
FISCAL YEAR**

1. The fiscal year of the Association shall be the calendar year, except for purposes of dues calculation, which shall be the twelve-month period July 1 - June 30 of the previous year.

**ARTICLE XIII
STATISTICS**

1. **Statistical Reporting Programs:** Subject to approval by its general counsel, the Association may conduct confidential statistical reporting programs for the purpose of providing reliable information to the participants in those programs. Any such program shall include the following features:
 - a. The program will be conducted by the Executive Director who will select an independent agent ("the collecting agent") to collect and compile the data;
 - b. all corporate members of the Association 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. quarterly and annual consolidated reports compiled by the collecting agent shall be available upon request to agencies of the U.S. Government and other interested parties as directed by the Executive Director. Those consolidated reports shall be available to interested parties other than government agencies ninety days past the period covered by the report in question. Upon request the Board of Directors may shorten the ninety-

day period when sufficient reason is demonstrated. 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 Metal Powder Producers 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 which shall have been 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 ballot, by a two-thirds vote of all of the corporate, voting members of the Association. A copy of each such proposed alteration, amendment, or repeal shall be sent to each member with the letter ballot, at least sixty (60) days prior to the date of the meeting at which it is to be considered, or the time when the ballots are to be counted. Where the entire membership shall be present at any meeting, the sending of the proposed alteration, amendment, or repeal shall not be required.

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 Metal Powder Producers 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.