

**BYLAWS OF THE
POWDER METALLURGY PARTS
ASSOCIATION**

**(adopted 1957, amended 1961, 1968, 1969, 1977, 1978, 1979,
1987, 1991, 1992, 1999, 2003, 2007, and 2008)**

***ARTICLE I*
NAME**

1. The name of the Association shall be the Powder Metallurgy Parts Association which shall be unincorporated, not for profit.

***ARTICLE II*
OBJECTIVES**

1. The objectives of the Association shall be to constitute efficient management and foster free competition in the manufacture, distribution and sale of PM parts (powder metallurgy parts) by considering and dealing with problems affecting the powder metallurgy industry as a whole.
2. Without limiting the foregoing, the purposes shall include the following objectives:
 - a. To promote wider usage and improve the quality of PM parts;
 - b. to promote standards for the use of PM parts;
 - c. to develop industry-wide standards in cooperation with manufacturers of metal powders and processing equipment;
 - d. to establish statistical programs for the collection of information relating to the industry;
 - e. to cooperate with governmental agencies so as to provide within the scope of the Association, maximum services to the government at all times;
 - f. to disseminate technical knowledge of the powder metallurgy process to technical and educational organizations and institutions, and the public.
3. To take action necessary and proper for accomplishing the above purposes providing the action is in all respects consistent with the public interest, public policy and laws of the United States and the several States.

***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 MEMBERSHIP

1. **Corporate Membership:** Any firm, corporation (or division thereof) is eligible for corporate, voting membership in the Association if it:
 - a. Is presently engaged in the manufacture and sale of PM parts; or
 - b. Is a captive producer – producing PM parts for its own internal use and not for sale on the open market.
2. **Overseas Associate Membership:** Companies producing PM parts and products as noted in item 1 but located outside of North America may apply for Overseas Associate Class without vote and with other membership benefits as may be prescribed by the Board of Directors. Companies or divisions producing PM parts and products in North America and eligible for corporate membership must maintain that corporate membership before overseas affiliates, divisions or parent companies join as associate members.
3. **Eligibility:** For purposes of eligibility, PM parts are defined as any product of powder metallurgy made from metal powders of any composition by compacting them in a shaped die followed by sintering.
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 of the corporate membership 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 any number of 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. An annual service fee will be assessed by the Federation for each individual so designated to defray additional expenses.
8. **Voting:** For all matters affecting the Association, corporate members, through their Official Representatives, shall be entitled to cast one vote.
9. **Multiple Membership:** One corporate entity operating two or more facilities or plants under separate or similar names may apply for corporate membership in the parent company's

name, providing each is eligible in accordance with Section 1. Dues for such membership shall be based on that dues class which represents the total combined sales for the company. All rights and privileges of membership, including the designation of Official Representative and voting will apply to the parent company. In the event of multiple membership, a corporate entity and the member companies it operates may collectively have no more than one representative on the Board of Directors or any of the association's committees at any given time. For purposes of communication with multiple facilities/plants, a Divisional Representative may be appointed who is entitled to act on behalf of the Official Representative in all respects including voting and who shall receive copies of all ballots and other information furnished by the Association to the Official Representative. No annual fee is assessed by the Federation for each individual so designated.

10. ***Eligibility and Removal of Official Representatives:*** Only bonafide 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 giving written notice to the office of the Association.
11. ***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.
12. ***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.
13. ***Termination for Cause:*** Any membership shall 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 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 VI 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. The Executive Director may designate a member of his staff to act as Administrative Director of the Association.
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 VII
DUES AND BUDGETS**

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 Administrative 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.
2. **Dues Calculations:** Each corporate member's dues defined under Section 1 shall be based upon the total open market sales of PM parts as defined in Article V Sections 1 and 3 during the previous fiscal year (July 1 - June 30) in accordance with the following schedule of classes. The dues rate (in U.S. dollars) for each class shall be established annually, subject to approval by a majority of the corporate members in the adoption of the Association budget.

**Open Market Sales Based on Fiscal Year
July 1, 2007 - June 30, 2008**

CLASS 1.....	\$1,000,000 and under
2.....	1,000,001 - 5,000,000
3.....	5,000,001 - 25,000,000
4.....	25,000,001 - 50,000,000
5.....	50,000,001 - 100,000,000
6.....	Over 100,000,000

3. **Dues Class Notification:** Each member shall inform the Executive Director in confidence of the class in which his operations belong. Each member not reporting his classification can be required to pay the highest class of dues. Individual member dues classification shall remain in the confidential custody of the Executive Director.

4. ***Captive Producer Dues:*** The dues for captive producer members, as defined in Article V – Membership item 1b, shall be determined by the Board of Directors.
5. ***Overseas Associate Dues:*** The dues for overseas associate members shall be determined by the Board of Directors.
6. ***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 by action of the Board of Directors.
7. ***Budget Adoption:*** All proposed budgets shall be submitted to the corporate members for adoption at the annual meeting prior to the calendar year involved.
8. ***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.
9. ***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 and above the established dues.
 - 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 VIII **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 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 statistical 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;

- f. the consolidated reports compiled by the collecting agent shall also be available upon request, with approval by the Statistics Committee, 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 IX 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 X 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 XI MEETINGS

1. **Annual Meeting:** There shall be an annual meeting of the Association during the annual meeting of the Federation for adopting the budget, for receiving annual reports, and for the transaction of other business. Notice of such meetings shall be mailed to the last recorded address of each member at least five (5) days before the time appointed for the meeting.
2. **Special Meeting:** 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 each 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 the 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. Minutes and agendas of such meetings shall be subject to review by legal counsel.

ARTICLE XII BOARD OF DIRECTORS

1. **Board of Directors:** The Board of Directors shall consist of no more than eleven 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. **Nomination of Directors:** A Nominating Committee, consisting of at least three persons, shall be appointed by the President for the purpose of selecting candidates for Board membership and for President. The committee shall automatically be comprised of the immediate Past President and other Past Presidents appointed by its President. If the incumbent President is ineligible to succeed himself, he shall be a member of the committee and serve as its Chairman, otherwise the immediate Past President of the Association shall serve as Chairman. The Executive Director shall also serve on the Committee in an ex officio capacity.
3. **Election of Directors:** The Nominating Committee shall submit its report to the Board of Directors at a regular or special meeting for acceptance by the Board prior to election by the corporate voting members at a regular convoked meeting or by letter balloting of the corporate voting members. In the latter instance provision shall be made for a write-in candidate. Officers and Directors shall be considered duly elected if a majority of the votes cast are in the affirmative. Telling of the election shall be by the Executive Director.
4. **Remuneration:** All such officers, as well as the members of the Board of Directors shall serve without remuneration.
5. **Order of Business:** At any meeting of the Board, the business shall be transacted in such order as the Chairman may determine.
6. **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.
7. **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.
8. **Special Meetings:** The President may, when he deems necessary, and he shall, at the request in writing of two members of the Board, issue a call for a special meeting of the Board. Only five (5) days notice shall be required for such special meetings.
9. **Quorum:** A majority of the Board of Directors shall constitute a quorum.
10. **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.
11. **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.

12. **Vacancies:** Any vacancies that may occur on the Board of Directors between annual elections, by reason of death, resignation, or other causes including ineligibility, may be filled by the Board of Directors for the unexpired term.
13. **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.
14. **Teleconferencing:** Any 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.

ARTICLE XIII 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:** A 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 as specified in Article XII Section 8.
3. **Election of President:** The President shall be elected by the corporate voting members of the Association prior to the annual meeting of the Association as specified in Article XII Sections 2 and 3. 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 the Association. 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 the 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 XIV COMPLIANCE

1. The acceptance of membership and payment of dues shall constitute an acceptance of and agreement to abide by the terms hereof and any other regulations of the Powder Metallurgy Parts 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 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

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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 Powder Metallurgy Parts 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.