

**BYLAWS OF THE
REFRACTORY METALS ASSOCIATION**

(adopted 1971, amended 1971, 1976, 1983, 1992, 1993, 2001, and 2007)

ARTICLE I
NAME

1. The name of this organization shall be the Refractory Metals Association which shall be unincorporated, not for profit.

ARTICLE II
OBJECTIVES

1. The objectives of the Association shall be:
 - a. To serve as a voice for the refractory metals industries in dealing with agencies of the government on stockpiling, import and export regulations, defense programs, general communications and any other such matters of concern to these industries;
 - b. to improve, to promote and to expand the markets for the products of the refractory metals industries;
 - c. to promote investigation and research, including alerting its members to developments in competing technologies and products;
 - d. to promote education in the science, practice and application of refractory metals, alloys and products thereof;
 - e. to arrange for the collection and dissemination of statistical information pertaining to the refractory metals;
 - f. to provide technical facts, data and standards fundamental to the refractory metals and to the applications thereof;
 - g. to cooperate with governmental agencies so as to provide, within the scope of the Association, maximum service to the government at all times;
 - h. to foster through cooperative effort an awareness of ecological responsibility among its members.

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 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 the production, selling or any other commercial policies and practices of any company, whether a member or otherwise.

ARTICLE V STATISTICAL REPORTING

1. 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 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 of each product in each category reported, but without identifying the number or names of the reporting parties or 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 furnished to the Bureau of Mines, and shall be available upon request to other agencies of the United States Government, refractory metals producers and customers, and other interested parties. Parties other than government agencies may be charged a reasonable fee for such reports.

ARTICLE VI MEMBERSHIP

1. **Corporate Membership:** Any firm, corporation or division thereof located in continental North America is eligible for corporate, voting membership if commercially engaged in continental North America in the production of refractory metals and/or alloys 50% or more of which consist of refractory metals.

2. **Eligibility:** For the purpose of eligibility, refractory metals shall include: tungsten, molybdenum, tantalum, columbium, chromium, rhenium, vanadium, boron, hafnium, cobalt, and the rare-earth metals, principally cerium, lanthanum and yttrium.
3. **Written Application:** Application for membership shall be in writing on forms provided by the Association, duly executed by the applicant and transmitted to the Executive Director. The latter shall submit copies of the application, accompanied by a letter ballot, to all corporate members for the purpose of confirming the applicant's eligibility for membership under the conditions set forth in these bylaws.
4. **Admission:** The Executive Director shall notify the applicant of its election or rejection immediately following action thereon by the members of the Association.
5. **Termination of Membership:** Any member may withdraw from membership at the end of any annual dues period by giving 60 days written formal notice of such withdrawal to the Executive Director and fulfilling all obligations incurred by that member to the time of withdrawal.
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 in person or by letter ballot, and act for the member in 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 an Alternate Official Representative 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. **Multiple Membership:** The association will have an additional class of membership in which up to two subdivisions or divisions of a member company, may if eligible, join as multiple members in addition to the member company. These members will have one half vote on association business matters and pay one half of the corporate member dues.
9. **Associate Membership:** The association will have an associate class of membership open to R&D organizations and start-up firms representing emerging technologies utilizing refractory metals in their research, process or products. These members will have a one half vote on association business matters and pay one half of the corporate member dues.

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. **Regular Meeting:** A regular meeting of the members shall be held in the Fall of each year, at the same time and place as the Fall Meeting of the Federation. At this meeting, the budget shall be adopted for the following fiscal year.
3. **Special Meetings:** Special meetings of the Association may be called at any time and place by the President, or by written request of 20% of the corporate voting members. Notice of

such meetings, in writing, or by telegraph, shall be given to each member at least fourteen (14) days prior to the meeting.

4. **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.
5. **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. The Executive Director shall be empowered to designate for this purpose a member of the Federation staff or a qualified Association member.

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 Metal Powder Industries Federation shall be the chief administrative officer of the Association and shall be in charge of its headquarters, its operating staff and all its activities. He or she, or such members of the staff of the Federation as he or she from time to time may designate, shall act as Administrative Director of the Association.

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. **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 a minimum of two shall, if available, be Past Presidents of the Association. If the incumbent President is ineligible for succession, he or she shall be an ex-officio member of this committee. The immediate Past President shall serve as Chairman. The name of the nominee shall be submitted by letter ballot to the Official Representatives of all corporate voting members. The ballots shall provide for write-in candidates and 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.
3. **Term of Office:** The term of office of the President shall be two years, commencing at the conclusion of the Annual Business Meeting. The President may not serve for more than two consecutive terms.
4. **Appointment of Executive Director:** The Executive Director and Treasurer shall hold the same offices in the Metal Powder Industries Federation and shall be appointed by the Board of Governors of the Federation.

ARTICLE X
BOARD OF DIRECTORS

1. **Board of Directors:** The Board of Directors shall consist of no more than seven members, elected by the corporate voting membership, including the President of the Association, the immediate Past President, and the Executive Director.
2. **Term of Office:** Directors, excluding officers, shall serve for a term of three years or until their respective successors are elected and qualify. Any Director can be re-elected for one additional term. All terms of office begin at the close of the annual meeting.
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. **Representation on Federation Board:** The President of the Association shall also serve as a member of the Board of Governors of the Federation.
5. **Regular Meetings:** Regular meetings of the Board of Directors may be held at such times and places as from time to time may be designated by resolution of the Board.
6. **Special Meetings:** Special meetings of the Board may be called at any time and place by the Chairman, or upon the request of any two Directors.
7. **Quorum:** A majority of the Directors shall constitute a quorum for the transaction of business. At any meeting at which there is less than a quorum those present may adjourn the meeting from time to time, until a quorum is present.
8. **Order of Business:** At any meeting of the Board, the business shall be transacted in such order as the Chairman may determine.
9. **Meeting Notice:** Notice of the time and place of each regular meeting shall be given to each Director in writing at least thirty (30) days before the meeting, and notice of each special meeting must be given in writing or by telegraph at least seven days before the meeting.
10. **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.
11. **Vacancies:** Any vacancy which may occur in the Board of Directors shall be filled by action of the Board. The person selected shall hold office during the unexpired term of the person he succeeds.
12. **Committee Appointment:** The Board of Directors shall be empowered to appoint committees with such duties as it may prescribe, consistent with the bylaws of the Association and the Federation, and to have such other functions and authority as may be necessary to carry out the purposes of the Association.
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 days in advance of the meeting, a written memorandum stating good and sufficient reasons for desiring to attend.

ARTICLE XI
DUES

1. **Dues:** Each member of the Association shall pay dues to support the activities of the Association and the Federation. The costs of the activities consist of:

- a. Programs, Services and Administration budget which is established annually by the Board of Governors of the Federation and divided among the Federated trade associations;
 - b. expenses of voluntary programs including promotional and other activities as determined annually by the members.
2. **Funding of Association Programs:** The funding of those Association voluntary programs that are not supported on an equal share basis shall be determined by the members.
 3. **Dues Payment:** Membership dues for a full year are due and payable before the end of the first quarter of the calendar year. Members have the option, however, of making payments on a quarterly basis, with the understanding that in the event of their resignation from the Association, or in their acquisition by or merger with another company during the year, all unpaid quarterly installments become due and payable at once and that there shall be no refunds as a result of such transactions.
 4. **Assessments:** Members shall not be obligated to pay assessments over and above the established dues.
 5. **Failure to Pay:** Failure to pay dues within ninety (90) days of the due date without submitting a resignation in writing to the Executive Director will cause the member to forfeit all rights and privileges of membership without relieving it of the obligation for dues payment in full.

ARTICLE XII
FISCAL YEAR AND BUDGET

1. The fiscal year of the Association shall be the calendar year.
2. The costs of operating the Association and supporting its activities shall be budgeted annually by the Board of Directors subject to the approval of the corporate members. The proposed budget shall be submitted to the members for adoption at the Fall Meeting prior to the fiscal year involved.
3. If impractical or inequitable for inclusion in the budget, special activities of the Association can be financed separately and voluntarily, subject to approval of the Board of Directors.

ARTICLE XIII
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 Refractory Metals Association.

ARTICLE XIV
ESTABLISHMENT OF ASSOCIATION POSITION



1. 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:
 - a. 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;
 - b. adequate time shall be allowed for discussion at the meeting in order that all present may have the opportunity to express their views;
 - c. 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;
 - d. 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 secret letter ballot approval;
 - e. 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 reballoting;
 - f. the letter ballot shall provide for voting in the affirmative, the negative or abstaining. Adoption of a position requires that two-thirds of the total voting membership return ballots and that two-thirds of the non-abstaining votes be affirmative. An abstention shall be counted as a returned ballot but shall not be counted in the voting on the position. For a position to be adopted it must, in any event, receive a minimum of three affirmative votes. 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;
 - g. 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 the member 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;
 - h. 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;
 - i. in such matters that may embrace the interest of segments of the metal powder producing or consuming industries beyond those represented in the Refractory Metals Association, the letter balloting procedure described above shall be carried out under the direction of the Federation Executive Director, or a designated staff representative;
 - j. 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;
 - k. companies who have annual dues in arrears for more than 90 days will not be allowed to vote on any industry position.

ARTICLE XV
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 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.