

# **BYLAWS OF NIBA-THE BELTING ASSOCIATION**

## **ARTICLE I - NAME, PURPOSE, LEGAL LIMITATIONS, AND DURATION**

**Section 1. - NAME** - This organization shall be known NIBA-The Belting Association ("NIBA").

**Section 2. - PURPOSES** - The mission of NIBA shall be to promote the common business interests of all distributor/fabricators and manufacturers of conveyor and flat power transmission belting and material that enhances/changes belt.

Guiding Principles are:

- Provide a forum for the exchange of information and new ideas among members in order that the belting needs of the market place can be served in the most effective and efficient manner.
- Work to promote harmony between distributors/fabricators and their suppliers with the specific objective of increasing the flow of products through the distribution network that the distributor/fabricator members provide.
- Provide further education of its membership in matters relating to the application, promotion and sales of flat belting as well as emphasizing sound business practices.
- Maintain relationships with leading institutions of higher education, which offer courses of study in industrial distribution. NIBA utilizes these relationships to maintain a visibility of the development of industrial distribution technology and future trends in the distribution process.

**Section 3. - DURATION** - NIBA shall have perpetual duration. In the event of liquidation or dissolution of NIBA, whether voluntary or involuntary, or by operation of law, after payment of all debts of NIBA, the property or other assets of NIBA, and any proceeds thereof, insofar as permitted by law, shall be distributed to such non-profit corporations, associations, funds, and foundations, which shall be exempt from federal income taxes under Section 501(c) (3) or Section 501(c) (6) of the Internal Revenue Code or such corresponding section or sections as may from time to time be in force, as the Board of Directors of NIBA shall determine.

## **ARTICLE II - MEMBERSHIP**

**Section 1. - DISTRIBUTOR/FABRICATOR MEMBERSHIP** - An organization may become a Distributor/Fabricator Member of NIBA if it is engaged in the distribution and/or fabrication of conveyor and flat power transmission belting and material that enhances/changes belt, owns a mechanical slitter and/or splicing equipment, has significant stocking inventory and/or fabrication equipment, provides services and support to end users or other distributors, and meets all additional membership eligibility requirements as approved from time to time by the Board of Directors.

**Section 2. - BELTING MANUFACTURER MEMBERSHIP** – An organization may become a Belting Manufacturer Member of NIBA if a substantial portion of its business

activity is the manufacture of conveyor and flat power transmission belting for sale primarily to distributor/fabricators and it meets all additional membership eligibility requirements as approved from time to time by the Board of Directors.

**Section 3. - COMPONENT MANUFACTURER MEMBERSHIP** - An organization may become a Component Manufacturer Member of NIBA if it is engaged in the manufacture of material, parts, machinery, or equipment that enhances/changes belt, for sale primarily to distributor/fabricators and meets all additional eligibility requirements as approved from time to time by the Board of Directors.

**Section 4. - AFFILIATE MEMBERSHIP** - Any organization may become an affiliate member of NIBA if its products or services are directly related to the interests of the other classes of membership, its relationship to the other members is deemed beneficial by the Board of Directors and it meets all additional eligibility requirements as approved from time to time by the Board of Directors. Organizations that stock belting, or are manufacturer's representatives or sales agents are not eligible for affiliate membership. Affiliate members shall not have the right to vote, hold office, or serve on the Board of Directors of NIBA. However, they may serve on NIBA committees at the discretion of the Board of Directors.

**Section 5. - HONORARY AWARD** - Honorary Awards may be tendered by the Board of Directors to any outstanding individual who is retired or deceased and is a former employee of a member of NIBA. Candidates for an Honorary Award shall have had a minimum of ten (10) years active service in the belting industry. In addition, all candidates must be approved by a 3/4 majority vote of the NIBA Executive Committee and 2/3 majority vote by the NIBA Board of Directors. The privileges of an Honorary Award recipient shall not include the right to vote, hold office, serve on the Board of Directors, or take any active part in the governance of NIBA. Individuals granted an Honorary Award shall not pay membership dues or registration fees for themselves (only) at any NIBA function.

**Section 6. - TERM OF MEMBERSHIP** - Membership shall begin after submission of a membership application and payment of membership dues by the organization and approval by the Board of Directors. Each membership shall be automatically renewed from year to year and shall continue indefinitely until terminated by:

- \* Written notice from the member in accordance with the procedures established by the Board of Directors;
- \* Action of the Board of Directors; or
- \* A member no longer qualifying for membership under this Article II.

**Section 7. - MEMBERSHIP DUES AND FEES** - The annual dues and initiation fee for each member of NIBA shall be determined by the Board of Directors.

### **ARTICLE III - BOARD OF DIRECTORS**

**Section 1. - COMPOSITION OF BOARD OF DIRECTORS** - The government of NIBA, the direction of its work, and the control and management of its property shall be vested in a Board of Directors which shall be comprised of the following:

- A. Elected Officers: the President, the First Vice President, the Second Vice President, the Incoming Executive, and

- B. No more than Seven (7) elected Directors-at-Large. No more than three (3) Directors - at-Large shall be Belting or Component Manufacturer Members at the time they are elected, and
- C. All appointed non-officer Chairs of Board Committees, and
- D. The most immediate Past President who remains employed with an active member of NIBA.

No more than one representative from a NIBA member may serve on the Board of Directors, unless approved by unanimous consent of all other members of the Board.

**Section 2. - LIMITATION OF TERMS** – Directors-at-Large who serve by reason of election to the Board shall be limited to no more than three (3) consecutive one (1) year terms. This section shall not prevent a Director-at-Large who has served three (3) consecutive one (1) year terms to then be elected as an Officer or appointed as a Committee Chair.

**Section 3. - QUORUM** - A majority of the Board of Directors membership at any time shall constitute a quorum. Except as otherwise provided by these Bylaws, the act of a majority of those present at any meeting of the Board of Directors at which a quorum is present, shall be the act of the Board of Directors.

**Section 4. - MEETINGS** - The Board of Directors shall meet at least three (3) times during each fiscal year. Additional meetings may be called by the President upon request of any three members of the Board and by giving reasonable advance notice of such meeting to each member of the Board.

**Section 5. - ELECTRONIC PARTICIPATION** – Members of the Board may participate in and act at any meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

**Section 6. - UNANIMOUS CONSENT WITHOUT A MEETING** – Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be submitted in writing or by electronic means by all the acting members of the Board.

**Section 7. – REMOVAL** - The Board of Directors may remove any Officer, Director-at-Large, or Committee Chair from office, for cause, by a two-thirds vote of all acting members of the Board.

**Section 8. – VACANCIES** - In the event that a vacancy shall arise in any Officer or

Director-at-Large position prior to expiration of the term of such position, the Nominating Committee may recommend and the Board of Directors may elect a successor to fill the vacancy for the balance of the term. In the event that a vacancy shall arise in any Committee Chair position prior to expiration of the term of such position, the President shall nominate and the Board of Directors shall appoint a successor to fill the vacancy for the balance of the term. Such successor shall have all the duties and authority of such positions as if originally elected thereto. Such service by successor does not count towards any maximum service limitation period.

#### **ARTICLE IV - ELECTIONS**

**Section 1. - NOMINATING COMMITTEE** - On or before April 1 of each year, the Board of Directors shall approve a Nominating Committee consisting of:

- A. the immediate Past President (who will serve as chair);
- B. the First Vice President;
- C. an appointee selected by the immediate Past President who is an employee of a member of NIBA and who has served on the NIBA Board of Directors;

At least one member of the Nominating Committee must be a representative of a Distributor/Fabricator Member at least one must be a representative of a Belting or Component Manufacturer Member.

**Section 2. - SELECTION OF OFFICERS AND DIRECTORS-AT-LARGE** - It shall be the duty of the Nominating Committee to meet and select enough qualified nominees to fill the complete slate and to present this slate of nominees to the Board of Directors in June for approval. Upon approval by the Board of Directors, it shall be the duty of the Nominating Committee to contact the nominees and obtain agreement as needed, to serve if elected. This slate of nominees shall, immediately upon completion, be certified to the Executive Director.

**Section 3. - ADVISE MEMBERS OF NOMINATIONS** - Within one (1) week after the Board of Directors has certified the slate of nominees, the Executive Director shall submit the slate of nominees to all members of NIBA.

**Section 4. - ADDITIONAL NOMINATIONS** - Any five (5) members in good standing may make additional nominations, not exceeding the number of vacancies to be filled in the positions on the Board of Directors, by submitting such nominations to the Executive Director, in writing or by electronic means, by such nominating members, together with the consent of such nominees to serve. Additional nominations and consent must be received by the Executive Director within ten (10) working days after the slate of nominees is distributed to the membership.

**Section 5. - BALLOT** - If there are more nominations than there are vacancies to be filled, the Executive Director shall prepare ballots containing the names, titles, and business connections of all nominees arranged alphabetically by their last name.

In the case of a letter or electronic ballot, one such ballot shall be distributed by the Executive Director, or such other person as may be designated by the Board of Directors, to each member in

good standing, with instructions that the ballots be returned to the Executive Director by a date which shall not be less than ten (10) nor more than twenty (20) days after the date on which such ballots are distributed to the membership.

A Committee of five (5) tellers, appointed by the President, shall then meet, count those ballots received by the Executive Director before the close of such day, and declare duly elected those nominees receiving the highest number of votes in such ballots. In the event of a tie vote, the Committee of Tellers shall determine the successful nominees by lot who shall be declared elected.

If there are no additional nominees at the expiration of the time allowed in Section 4 of this Article, the President shall cast a ballot declaring the nominees of the Nominating Committee unanimously elected.

**Section 6. - TIME NOT OF ESSENCE** - Elections shall not be invalid because the matters provided for in this Article have not been completed within the time limits designated, but the Board of Directors, Executive Director and members shall endeavor to complete the election process by July 1 of each year.

## **ARTICLE V - OFFICERS AND DUTIES**

**Section 1.** - With the exception of the Executive Director and the Secretary, anyone serving on the Board of Directors must be employed by a Distributor/Fabricator Member or a Belting or Component Manufacturer Member of NIBA.

**Section 2. - PRESIDENT** - The President shall from time to time make recommendations to the Board of Directors for achieving NIBA's goals and shall provide leadership in carrying out programs adopted by the Board of Directors for achieving such goals. The President shall preside at all meetings of the NIBA membership and of the NIBA Board of Directors, or if absent, shall select an Officer of the NIBA Board of Directors to preside. The President shall be a member of the Executive Committee and an ex-officio member of all other committees. The President shall perform such other duties as may be assigned by the Board of Directors.

**Section 3. - FIRST VICE PRESIDENT or TREASURER** - The First Vice President shall serve as the Treasurer of NIBA and shall have general supervision over all NIBA funds, make periodic review of fiscal practices, and shall submit, or cause to be submitted, financial reports to the Board of Directors at all regular meetings. Other such duties may be assigned to the Treasurer by the President or the Board of Directors, all or part of which may be assigned to the Executive Director or to a staff member under the supervision of the Executive Director.

**Section 4. - SECOND VICE PRESIDENT** - The Second Vice President shall perform such duties as may be assigned by the President or the Board of Directors. He or she shall serve as the Chair of the Program Committee.

**Section 5. – INCOMING EXECUTIVE** - The Incoming Executive shall perform such duties as may be assigned by the President or the Board of Directors.

**Section 6. - PAST PRESIDENT** - The Immediate Past President shall serve as chair of the Nominating Committee, serve on the Executive Committee, and perform other such duties as assigned by the President or the Board of Directors.

**Section 7. - EXECUTIVE DIRECTOR AND SECRETARY** - The Executive Director of NIBA shall be selected by the Board of Directors. The Executive Director shall:

- A. Have general charge of all of the business and affairs of NIBA under the direction and supervision of the President and the Board of Directors.
- B. Conduct official correspondence, preserve all books, minutes, documents, communications, and records of NIBA.
- C. Have general supervision over any agency employees assigned, firms or others assigned or engaged to represent of NIBA.
- D. Perform such duties as may be incidental to the office, subject to the direction of the Board of Directors.

**Section 8.- ASSISTANT SECRETARY OR ASSISTANT TREASURER** - An Assistant Secretary or Assistant Treasurer may be selected by and serve at the pleasure of the Board of Directors under the supervision of the Executive Director.

**Section 9. - LENGTH OF TERM OF OFFICERS** - Officers elected by the members shall generally serve for a term of one (1) year. However should an extraordinary situation occur when one or more Officers are not available to move up to the next Officer position, then at the discretion of the Board of Directors, the slate may be approved in which an Officer could repeat his or her office for one (1) additional year. At no time, for any reason, does the Board of Directors have the authority to approve a slate which would allow any Officer to repeat his or her office for more than the second term.

## **ARTICLE VI - COMMITTEES**

**Section 1. - STANDING COMMITTEES** - Standing Committees shall have such duties as determined by the Board of Directors and shall be comprised of:

- A. **EXECUTIVE COMMITTEE** - The Executive Committee shall consist of:
  - 1. the President
  - 2. the First Vice President
  - 3. the Second Vice President
  - 4. the Incoming Executive
  - 5. the immediate Past President
- B. **NOMINATING COMMITTEE** - The Nominating Committee shall consist of members and have such duties as provided in Article IV.
- C. **EDUCATION/TECHNICAL COMMITTEE** - The President shall nominate and the Board of Directors shall appoint this committee's Chair, who in turn shall work with the Board to select its committee members.
- D. **MARKETING COMMITTEE** - The President shall nominate and the Board of Directors shall appoint this committee's Chair, who in turn shall work with the Board to select its committee members.

- E. **MEMBERSHIP COMMITTEE** - The President shall nominate and the Board of Directors shall appoint this committee's Chair, who in turn shall work with the Board to select its committee members.
- F. **PROGRAM COMMITTEE** - The Program Committee Chair shall be the Third Vice President, who in turn shall work with the Board to select its committee members.

All non-Officer Chairs of Board Committees shall be appointed for one (1) year terms and serve at the pleasure of the Board of Directors. Committee Chairs who serve by reason of appointment to the Board shall be limited to no more than three (3) consecutive one (1) year terms. This section shall not prevent a Committee Chair who has served three (3) consecutive one (1) year terms to then be elected as an Officer or a Director-at- Large.

**Section 2. - AD HOC COMMITTEES** – Additional ad hoc committees may be appointed by the President with the approval of the Board of Directors.

## **ARTICLE VII – MEMBERSHIP MEETINGS**

**Section 1. - ANNUAL MEETING** - The Annual Meeting of NIBA shall be held between September 1 and November 1 each year, unless otherwise scheduled by the Board of Directors.

**Section 2. - ADDITIONAL MEETINGS** - Special meetings of the NIBA membership may be called by the President, or by the Board of Directors, or by written request submitted to the Executive Director, signed by twenty-five (25) percent of the members of NIBA in good standing.

**Section 3. - NOTICE** - Notice stating the place, day, and hour of any annual, regular or special meeting of members shall be delivered in writing or by electronic means by the Executive Director of NIBA, not less than (10) days prior to the date of such meeting.

The purpose of and the business to be transacted at the meeting shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when addressed to the member and deposited in the United States Mail. If by electronic means, the notice of a meeting shall be deemed delivered when addressed to the member and disseminated electronically.

**Section 4. - QUORUM** - Twenty-five (25) percent of voting members of NIBA shall constitute a quorum for the transactions of business at any member meeting of NIBA.

**Section 5. - LIMITATIONS OF DEBATE** - Every member shall be entitled to speak and every voting member to vote on any subject brought before a meeting of NIBA's membership for consideration. The most recent edition of Roberts Rules of Order will be used for the purpose of procedure.

**Section 6. - VOTING** - Except as otherwise provided in the Bylaws, all questions shall be decided by a majority vote of those present and voting at any meeting which is duly called and convened provided a quorum is present.

**Section 7. – ELECTRONIC PARTICIPATION** - Members may participate in and act at any meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

## **ARTICLE VIII - MISCELLANEOUS**

**Section 1. - FISCAL YEAR** - The fiscal year of NIBA shall be determined by a resolution of the Board of Directors.

**Section 2. - AUDIT** – Reviews of NIBA’s financial records are conducted a minimum of once per year by the current Treasurer and two members in good standing. From time to time, the Board of Directors may select an independent certified public accountant who shall examine NIBA's financial records as of the closing date of the fiscal year and shall submit a report to the Board of Directors in accordance with accepted accounting practices.

**Section 3. - LEGAL LIMITATIONS** - Nothing contained in these bylaws shall authorize or empower NIBA to perform or engage in any act or practice prohibited by antitrust laws.

## **ARTICLE IX - INDEMNIFICATION**

NIBA shall indemnify and hold harmless to the full extent permitted by law any person who is or was a member of the Board of Directors or serving as a representative of NIBA or who is or was serving at the request of NIBA as a Director, Officer, employee, agent or representative of another corporation, partnership, joint venture, trust or other enterprise. In addition, NIBA may purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors or serving as a representative of NIBA or who is or was serving at the request of NIBA, as a Director, Officer, employee, agent or representative of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her against such liability.

## **ARTICLE X - AMENDMENTS**

**Section 1. - PROPOSAL** - Amendments to these Bylaws may be proposed by any member of NIBA in good standing.

**Section 2. - BOARD OF DIRECTORS' APPROVAL** - All proposed amendments shall be considered by the Board of Directors, but shall be submitted to the members for action only if approved by the Board of Directors.

**Section 3. - MEMBERS' VOTE** - To be adopted, any proposed amendment, after being



approved by the Board of Directors, must receive a two-thirds (2/3) majority vote of those members present at any annual, regular or special meeting which is duly called and convened and where a quorum is present; provided that, in the case of a meeting, notice of the proposed change shall have been distributed by the Executive Director to each member not less than ten (10) working days prior to such meeting.

In the case of a letter or electronic ballot, one such ballot shall be distributed by the Executive Director or such other person as may be designated by the Board of Directors to each member in good standing, with instructions that the ballots be returned to NIBA offices by a certain date, which shall not be less than ten (10) nor more than twenty (20) working days after the date on which such ballots are distributed to the membership. To be adopted, the amendment must be approved by a two-thirds (2/3) vote of all members.

Such ballots shall be counted and certified by such person or persons as may be appointed by the President.

#### **AMENDMENTS MADE TO THE BYLAWS**

June 25, 1988	October 4, 1988
July 10, 1991	September 15, 1993
July 24, 1995	July 31, 1998
July 31, 2001	July 31, 2004
July 31, 2007	June 21, 2008
September 18, 2015	June 21, 2017