

BY-LAWS
OF
ELECTRICAL EQUIPMENT
REPRESENTATIVES ASSOCIATION

ARTICLE I

Name and Purposes

1. Name. The name of this corporation is "Electrical Equipment Representatives Association", a Missouri not for profit corporation (hereinafter referred to as the "Association").

2. Purposes. The Association is a self-supporting, nonprofit organization composed of members engaged as sales representatives in the electrical equipment trade, and is formed for the following purposes:

(a) To provide a forum where industry representatives may discuss matters pertinent to the success of their business and to the interest of the industry;

(b) To develop, promulgate and adhere to standards of excellence in the service to manufacturers and customers;

(c) To promote better understanding, communications and cooperation between representatives and manufacturers;

(d) To study and disseminate efficient business systems as a guide to the improved business performance of members;

(e) To assist in an analysis of markets within specific territories;

(f) To exchange information on training and compensation of salesmen;

(g) To provide a national source of information to reputable manufacturers concerning sales representatives and their activities and to enable the manufacturers to obtain the highest caliber of representation in each territory;

(h) To influence and assist members in the development of organizations to provide a continual market coverage;

(i) To investigate and discuss present or proposed legislation by government agencies relative to taxes or rules which may affect the electrical industry; and

(j) To encourage the cooperation by the representatives with other trade and engineering groups or associations in the electrical industry.

ARTICLE II

Offices and Records

1. Offices.

(a) Registered Office and Registered Agent. The location of the registered office and the name of the registered agent of the Association in the State of Missouri (hereinafter referred to as "State") shall be such as shall be determined from time to time by the board of directors and on file in the appropriate office of the State pursuant to applicable provisions of law. Unless otherwise permitted by law, the address of the registered office of the Association and the address of the business office of the registered agent shall be identical.

(b) Association Offices. The Association may have such corporate offices anywhere within or without the State as the board of directors from time to time may determine or the business of the Association may require. The "principal place of business" or "principal business" or "executive" office or offices of the Association may be fixed and so designated from time to time by the board of directors, but the location or residence of the Association in the State shall be deemed for all purposes to be in the county in which its registered office in the State is maintained.

2. Records.

(a) Records. The Association shall keep at its principal office original or duplicate appropriate books and records for an appropriate time documenting such things as the names and addresses of the members of the Association and the number of votes each member is entitled to vote; the date they became members; the date they ceased to be members; the names and addresses of its directors and officers; minutes of board meetings, committee meetings, and membership meetings; an appropriate record of board or membership action taken without a meeting; appropriate accounting and financial records (including statements of income and expense); copies of the Articles of Incorporation and these Bylaws and all amendments to each document currently in effect; written communications to the members; the most recent annual report delivered to the Secretary of State; and any other records or information as may from time to time be required by law.

(b) Inspection of Records. A member, if the member be entitled and demands to inspect the records of the Association pursuant to any statutory or other legal right, shall be privileged to inspect such records only during the usual and customary hours of business and in such manner as will not unduly interfere with the regular conduct of the business of the Association.

ARTICLE III

Members

1. Classification and Qualifications.

The membership shall be divided into four (4) classes, namely: (a) full member, (b) associate member, (c) retired member and (d) life member, as determined by the qualifications and requirements set forth.

For the purpose of initially qualifying for either full or associate membership, the candidate may be an individual, a partnership, or a corporation. For the purpose of continuing membership, either full or associate, membership is deemed to be vested in the member firm delegate, as stipulated in the initial application for membership.

2. Full Members. A full member must possess the following qualifications:

(a) Represent and have three or more accounts with established manufacturers of electrical equipment;

(b) Maintain an office, which, in the opinion of the board of directors, is adequate to render service to the trade;

(c) Engaged in the business of an electrical equipment manufacturers' representative for a period of no less than five years in the same geographic area, as determined at the time of making application for membership; provided, however, the principal of the agency must also have at least five years sales experience in the agency at such time;

(d) Either travel or otherwise satisfactorily cover with regularity an exclusive sales territory, engaging in the application and sales of electrical equipment to appropriate outlets;

(e) The applicant must be responsible financially and the principal of the same must be responsible, ethically and morally, to carry on a manufacturers' representative business in times of a buyers', as well as a sellers', market;

(f) Supports the aims and purposes of the Association, as set forth in the EERA Directory;

(g) Supports the aims and purposes of the Association by consistent attendance at EERA Annual Meetings;

(h) The principal owner of the applicant, if a corporation, the proprietor, if a proprietorship, or the principal partner, if a partnership, (in an equal partnership, one

partner must be selected by the applicant) must be designated as the EERA member firm delegate; and

(i) Sales activities are limited to representation of those principals granting the applicant a geographically defined territory. In the course of conduct of its business, the applicant may undertake to provide the functions of stocking and invoicing, but only for those principals for whom the applicant acts as the sole outlet in its geographical area.

3. Associate Members. An associate member must possess the following qualifications:

(a) All of the qualifications for a full member except every reference in Article III, Section 2 to “five years” shall be construed to mean “three years”.

(b) An associate membership is limited to the earlier of two years or until such time as the associate member has been in business for five years. Subsequently, full membership may be assumed upon approval by the board of directors or the Executive Committee upon the discretion of the President.

4. Retired Members. A retired member must possess the following qualifications:

(a) An individual;

(b) The applicant must have been a full member firm delegate for a period of no less than five years prior to the date of retirement; provided, however this qualification may be waived upon approval by the board of directors; and

(c) Approval by the Board of Directors or, at the discretion of the President, approval by the Executive Committee.

5. Life Members. A life member shall possess the following qualifications:

(a) Recommendation of such status by the board of directors and approval of such recommendation by the membership at an Annual Meeting; provided, however the conferring of a life membership on an individual does not qualify an agency for membership in the Association;

6. Alternate Delegate. A full or associate member may appoint an alternate delegate. The alternate delegate shall act on behalf, and at the direction of, the full or associate member. The alternate delegate must be a full time employee of the full or associate member.

7. Additional Requirements for Membership.

A prospect for membership, full or associate, shall be a proprietorship, partnership, limited liability company, or a corporation doing business as an electrical equipment representative and meet the qualifications outlined in Article III, Sections 2 or 3.

Membership will be conferred on the applicant in person at an Annual Meeting following favorable action by vote of the membership, which vote will be taken subsequent to recommendation by the Membership Committee and the Board of Directors. No Directory listing of the applicant will be made prior to induction into membership.

Upon payment of the annual membership fee (to be determined according to Section 11 of this Article) the member shall be entitled to membership and to all the rights and privileges of this Association until the end of the year for which such dues are paid, and no longer; provided, however, that membership may be renewed for each successive year by the prepayment of the annual fee for any such year, so long as such member meets the requirements of membership stated above, unless the Board of Directors shall, for cause, determine that the party is ineligible for membership. "Cause" shall include behavior by a party which is injurious to the reputation and welfare of the industry as a whole, but in no event shall "cause" be construed to allow for expulsion in violation of state or federal antitrust laws.

No member shall be expelled for cause without first receiving notice regarding the reasons for expulsion and an opportunity for reply. The member shall have a right to a formal hearing before a committee appointed by the Board of Directors for this purpose. In the event such hearing results in an unfavorable decision for the member, he may appeal such decision to the Board of Directors. The decision of the Board of Directors shall be final.

8. Continuing Membership.

For the purposes of continuing full or associate membership, membership is deemed to be vested in the member firm delegate. Change in the member firm delegate, for whatever reason, will cause automatic revocation of firm membership in the Association; provided, however, the member firm may petition the Association, through the Membership Committee, for continuation of membership. The Membership Committee must then investigate the member firm's qualifications for continued membership and advise the Board of Directors of its findings and recommendations. The Board of Directors is hereby given the authority to approve continuing membership based upon favorable Membership Committee recommendation, provided the following minimum requirements have been met by the member firm:

(a) Compliance with all requirements listed in Article III, Sections 2 and 3, as applicable; and

(b) The proposed delegate shall have been associated with the member firm on a full-time basis for a period of not less than three (3) years immediately prior to application for continuing membership.

At the discretion of the Board of Directors, the Membership Committee may be directed to advise all members of the delegate change, via the forwarding of a ballot requesting comments and favorable or unfavorable action. Such ballot must be returned within thirty (30) days. The President has authority to call for Executive Committee action, in lieu of full Board of Directors' action, on the favorable recommendation of the Membership Committee. However, the

Executive Committee may not act in lieu of the full Board of Directors in the case of an unfavorable recommendation by the Membership Committee.

In the case of a delegate change, or an impending delegate change, it shall be the responsibility of the member firm to advise the Association of this change through the Executive Director, in a timely manner. It will be the responsibility of the Board of Directors to act in a timely manner upon notification of a delegate change.

Membership acceptance is initially based on the member's continuation of business within a specific geographic area, or location. If, at any time after Association membership acceptance, the member or the principle owner of such member discontinues representation in that area, or location, then Association membership shall expire.

The Membership Committee may present to the Board of Directors, and the Board of Directors can act for the Association, on any recommendation for withdrawal of a member firm's listing in the Association Directory. Any such recommendation must contain written support of a member firm's inability or reluctance to maintain the applicable membership qualifications set forth above.

If in the event the Membership Committee is not able to resolve a matter pertaining to acceptability of an applicant due to extenuating circumstances, then the final decision with respect to such firm's acceptability shall rest with the Board of Directors.

9. Withdrawing from Membership.

(a) Any member may withdraw from membership in this Association at any time by giving written notice to the Secretary of the Association of such withdrawal. Any member going out of the business which entitled him to membership, or who is adjudicated a bankrupt, or for whom a receiver has been appointed, shall be deemed to have withdrawn from membership.

(b) Any member withdrawing from membership, or ceasing to be a member for any reason, shall not be entitled to a refund of membership fee, or any part thereof, but the same, and the whole thereof, shall belong to the Association absolutely. Any and all right, title and interest, both legal and equitable, of a member in and to the property of the Association, shall cease and terminate upon his withdrawal or ceasing to be a member for any reason.

10. Revocation or Suspension of Membership.

The Board of Directors, by a majority vote, may suspend or revoke any membership after proper investigation and due hearing for the following reasons:

(a) Nonpayment of dues or assessments;

(b) A member ceasing to qualify for membership according to the qualifications set forth above, such determination to be made in the sole discretion of the Board of Directors; or

(c) Lack of attendance at either three (3) consecutive meetings or four (4) out of six (6) consecutive meetings by the delegate (or an employee of the firm who has been specifically designated by the delegate as his alternate).

11. Initiation Fee, Dues and Assessments.

All applicants for membership in the Association will include with their application an initiation fee in an amount to be determined by the Board of Directors.

Annual Dues, as established by the board of directors, shall be due and payable in advance annually, on January 1st; provided, however Life Members shall not be assessed dues. Failure to remit such dues within ninety (90) days from the due date shall result in the imposition of a late fee in the amount of \$100 which must be paid along with the Amount Dues to retain membership status. If on June 1st a member firm is delinquent, its individual listing in the EERA Directory will be withdrawn.

If, following June, and after such times as the member firm has been notified that their listing in the Directory has been withdrawn, said member shall pay in full the delinquent annual dues, plus the late fee, the member's page in the Directory may be reinstated the following year. Notwithstanding the foregoing, reinstatement will be contingent upon payment of all dues and late fees prior to the end of the calendar year in which the default occurs.

Special assessments may be levied by the Board of Directors for extraordinary expenses incurred or to be incurred by the Association. The total of such special assessments for any fiscal year shall not exceed 15% (fifteen percent) of the annual dues for the current year. Failure to pay a special assessment within ninety (90) days from the due date will result in the imposition of a late fee of \$100.

12. Membership Meetings.

(a) The Annual Meeting of members of the Association shall be held at such time during each calendar year on such day or days and at such place as the Board of Directors may determine. Special Meetings of the Association Members may be called by the Board of Directors when in the opinion of the Board such meetings are necessary, at such time and place as the Board shall determine.

(b) Special membership meetings may also be called by the members if members holding at least five percent of the voting power sign, date, and deliver to any corporate officer one or more written demands for the meeting describing the purpose or purposes for which it is to be held. The close of business on the thirtieth day before delivery of the demand or demands for a special meeting to any corporate officer is the record date for the purpose of determining whether the five-percent requirement has been met. If notice for a special meeting is not given by the corporation within thirty days after

the date the written demand or demands are delivered to a corporate officer, a person signing the demand or demands may set the time and place of the meeting and give notice pursuant to the notice requirements set forth in Article III, Section 14 below.

13. Membership Action Without Meeting by Written Ballot. Any action which may be taken at any annual, regular or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. The number of votes required to approve such action shall be the same requirement set forth in Section 18 of this Article unless the Articles of Incorporation, these Bylaws or any law require a different number. Each ballot shall contain the following: set forth each proposed action; provide an opportunity to vote for or against each proposed action; indicate the number of responses needed to meet the quorum requirements, if any; state the percentage of approvals necessary to approve each matter other than election of directors; and specify the time by which a ballot must be received by the corporation in order to be counted. A member must be given a reasonable time to return the ballot. In no event shall actions taken through this section eliminate the annual meeting requirement.

14. Membership Action by Written Consent. Any action required to be taken or which may be taken at a membership meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by Eighty Percent (80%) of the members. The secretary shall file such consents with the minutes of the membership meetings. A consent signed under this section has the effect of a meeting vote and may be described as such in any document filed with the Secretary of State.

15. Notice. Written or printed notice of each membership meeting, whether annual, regular or special, stating the place, date and time of the meeting, and in case of a special meeting, the purpose or purposes thereof, shall be delivered to the members, either personally or by registered or first-class mail, not fewer than ten (10) days or more than sixty (60) days prior to the meeting, unless, as to a particular matter, other or further notice is required by law, in which case such other or further notice shall be given.

Any notice of a membership meeting sent by mail shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid addressed to a member at his address as it appears on the records of the corporation.

16. Waiver of Notice. A member may waive any notice required by these Bylaws, the Articles of Incorporation or any law, before or after the date and time stated in the notice. The waiver must be in writing, signed by the member entitled to notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

A member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting. A member's attendance at a meeting waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice unless the member objects to considering the matter when it is presented.

17. Proxies. A member may vote either in person or by proxy executed in writing by the member or his duly authorized attorney in fact. No proxy shall be valid after eleven months from the date of execution unless otherwise provided in the proxy, but in no case shall any proxy be valid for more than three years from the date of the appointment's execution.

18. Quorum and Voting. Except as otherwise provided in these Bylaws, the Articles of Incorporation or any law, five percent (5%) of the membership votes entitled to be cast on a matter must be represented at a meeting in person or by proxy to constitute a quorum on the matter. If a quorum is present, the affirmative votes of a majority of the votes represented and voting is the act of the members, unless these Bylaws, the Articles of Incorporation or any law require a greater number of votes; provided, however unless at least one-third of the voting power is present in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice.

19. Conduct of Meetings. Meetings of the members shall be presided over by the President, or if he is not present, by the President-Elect, or if said officer is not present, then by the Vice President. If none of the foregoing officers are present, a Chairman shall be chosen from the members to preside. Should the Secretary of the Association not be present at the meeting, then a member shall be chosen to act as Secretary of the meeting.

20. Members Entitled to Vote. All members in good standing (or their representatives, duly authorized in writing and certified by the Teller's Committee) are entitled to vote at any meeting of the Association. Each full member or his or her appointed alternate delegate shall be entitled to one (1) vote while retired and life members shall not be entitled to the right to vote.

21. Nomination of Officers and Directors. The Nominating Committee shall prepare an officer and director list composed of names of delegates from the full members. One person shall be named for each officer and director position. The Chairman of the Nominating Committee shall forward the list of names to the Secretary not less than seventy-five (75) days before each annual Association meeting. The Secretary shall then prepare a letter ballot containing the names submitted by the Nominating Committee and suitable blanks for "write in" candidates, and forward one ballot via U.S. mail, a nationally recognized delivery service, facsimile or e-mail to each member in good standing not less than forty-five (45) days before the annual Association meeting.

22. Election of Officers and Directors. Each member, upon receiving a letter ballot of candidates proposed as officers and directors, shall indicate his choice and return the ballot to the Secretary not less than fifteen (15) days before the date set for the annual Association meeting. The selections made by the members from the ballots may be returned to the Secretary via U.S. mail, a nationally recognized delivery service, facsimile or e-mail. The Secretary shall act as custodian of all letter ballots received and be responsible for delivery of all letter ballots at the next annual meeting to a Tellers Committee, appointed by the President or the Board of Directors. Candidates receiving a majority of votes cast as determined and certified by the Teller's Committee at the annual meeting shall be elected and shall take office at the close of the annual meeting.

23. Order of Business. The following order of business shall be observed at all general meetings of the members of the Association:

- (a) Call to order by the President;
- (b) Roll call;
- (c) Approval of minutes of previous meeting;
- (d) Communications;
- (e) Reports of officers;
- (f) Reports of committees;
- (g) Unfinished business;
- (h) New business; suggestions by members;
- (i) Program (the presiding officer may at his discretion place the program before any other order of business); and
- (j) Adjournment.

24. Governing Rules. The proceedings of the annual meeting shall be conducted in accordance with Robert's Rules of Order.

ARTICLE IV

Board of Directors

1. Directors - Number - Appointment and Election. The business, property and affairs of the Association shall be managed by a Board of Directors. During the period commencing with the adoption of these Bylaws and ending with the first annual meeting of the members, the Board of Directors shall be composed of the then current board of directors for Electrical Equipment Representatives Association, a Missouri not for profit corporation. After the first annual meeting, there shall be nine (9) directors. Each of the following officers shall be directors: President, President-Elect, Vice-President, Secretary, Treasurer and the retiring past President. In addition, the members shall elect three (3) full members to fill the remaining director positions. Each director shall hold office for a term of one (1) year except the President-Elect.

2. Powers and Duties. The Board of Directors shall generally have the power to manage the affairs of the Association, including, but not limited to the following:

(a) To borrow money whenever in the discretion of the Board it is in the interest of the Association to exercise said power, and, in such case, the Board of Directors may authorize the proper officers of the Association to make, execute and deliver in the name and on behalf of the Association such notes, bonds and other evidences of indebtedness as the Board shall deem proper, and the Board shall have full power to mortgage the property of the Association, or any part thereof, as security for such indebtedness, and no action on the part of the membership of the Association shall be a prerequisite to the validity of such note, bond, evidence of indebtedness or mortgage.

(b) Designate such officers or agents who shall be responsible for countersigning all checks, drafts and orders for payment of money of the Association which shall also be signed in the name of the Association. When the execution of any contract, conveyance or other instrument has been authorized by the Board without specification of the executing officers, the President, President-Elect, Vice President, and Secretary of the Association may execute such instrument in the name of the Association.

(c) Appoint by resolution an Executive Committee composed of three (3) or more Directors, which will include the President, President-elect and Vice President, who, to the extent provided in such resolution, shall have the authority of the Board of Directors for the purposes of managing the business of the Association between meetings of the Board.

(d) Appoint Executive Director for a term of one (1) year whose duties shall be:

- (i) Dissemination of information to members;
- (ii) Collect member dues and other obligations;
- (iii) Make disbursements at the direction of the Treasurer;
- (iv) Prepare advertising and publicity copy for the approval of the Executive Committee;
- (v) Maintain mailing list of members;
- (vi) Prepare the EERA Directory for approval of the Executive Committee prior to publication;
- (vii) Attend trade or association meetings as directed by the Executive Committee;
- (viii) Assist in making arrangements for the annual or other meetings of the Association,

- (ix) Assist the Membership Committee in processing of applications for membership; and
 - (x) Perform such other duties as assigned by the Board of Directors from time to time.
- (e) To determine when general membership and Board of Directors meetings shall be held and make proper arrangements for such meetings.
- (f) To direct the general affairs and policies of the Association in accordance with Articles of Incorporation and Bylaws, and to do everything necessary and desirable in the conduct of the business of the Association.
- (g) To determine the amount and satisfaction as to surety of the Treasurer's Bond.
- (h) To levy special assessments for extraordinary expenses incurred or authorized by the Board.
- (i) To determine the nature and extent of investment of monies in a reserve fund. A report of this fund shall be made to the general membership at each annual meeting.
- (j) To determine salaries of employees of the Association.
- (k) To hold special meetings when requested by the Chairman.
- (l) Except as provided by the Bylaws, direct the activities of all Committees.
- (m) Prepare a Membership Application form and modify it whenever deemed necessary; provided, however, any modifications shall not violate the requirements of Sections 2 and 3 of Article III of the Bylaws.
- (n) Responsibility for final action and determination of all applications for membership in the Association
- (o) Accomplish the "Purposes" as outlined in Article III of the Bylaws.
- (p) Act on financial matters as recommended by the Finance Committee.
- (q) All other powers granted by law.

3. Committees. The Board of Directors may create such standing or special committees of one or more Directors as it deems desirable and may delegate to it such board powers, duties and responsibilities, not inconsistent with law or these Bylaws, as may be stated in the resolution creating the committee. The creation of a committee and appointment of members

to it must be approved by a majority of all the Directors in office when the action is taken. All provisions of these Bylaws relating to meetings, actions without meetings, notice, waiver of notice, and quorum and voting requirements shall apply to such committees and committee members.

4. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Directors and/or Officers of the Corporation, and the Chairman of the Board shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

5. Delegation of Powers. For any reason deemed sufficient by the Board of Directors and whether occasioned by absence of an officer or otherwise, the Board may delegate all or some of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

6. Conflict of Interest Transactions. A conflict of interest transaction is a transaction in which a member of the Board of Directors has a material interest. A conflict of interest transaction is not voidable if the transaction is not unfair to the Corporation at the time it is entered into or is approved.

A transaction in which a director has a conflict of interest may be approved if:

(a) The material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors or a committee of the Board and the Board or committee of the Board authorized, approved or ratified the transaction; or

(b) The material facts of the transaction and the director's interest were disclosed or known to members and they authorized, approved or ratified the transaction.

For the purposes of the above paragraph, a conflict of interest transaction is approved if it receives the affirmative vote of a majority of the Directors on the Board, or on the committee, who have no direct or indirect material interest in the transaction, but a transaction may not be approved by a single director. If a majority of the Directors on the Board who have no direct or indirect material interest in the transaction vote to approve the transaction, a quorum is deemed present for the purpose of the vote and action taken under this paragraph. The presence of, or a vote cast by, a director with a material interest in the transaction does not affect the validity of any vote or action taken under this paragraph if the transaction is otherwise approved as provided in this paragraph.

If the transaction is approved under the above provisions, the minutes of the meeting shall reflect the names of the persons who disclosed material interests; the nature of the material interests and whether the board determined there was a conflict; the names of the persons present for

discussion and votes relating to the transactions; the content of the discussions, including any alternatives to the proposed transaction; and a roll call of the vote.

For purposes of paragraph (b) of this section, a conflict of interest transaction is authorized, approved or ratified by the members if it receives a majority of the votes entitled to be counted under this section. Votes cast by a director who has a material interest in the transaction may not be counted in a vote of members to determine whether to authorize, approve or ratify a conflict of interest transaction under paragraph (b) of this section. The vote of these members, however, is counted in determining whether the transaction is approved under any other section of these Bylaws. A majority of the voting power, whether or not present, that is entitled to be counted in a vote on the transaction under this section constitutes a quorum for the purpose of taking action under this section.

7. Meetings and Notice. The Annual Meeting of the Board of Directors shall be held following the Annual Meeting of the Association. Regular Meetings of the Board of Directors may be held without notice at such times and places either within or without the State as shall from time to time be fixed by resolution adopted by the full Board of Directors. Any business may be transacted at a Regular Meeting. Special Meetings of the Board of Directors may be called at any time by the President or by the call of a majority of Directors. The place may be within or without the State as designated in the notice. Written or printed notice of each Special Meeting of the Board, stating the place, day and hour of the meeting and the purpose or purposes thereof, shall be mailed to each Director at least three (3) days before the day on which the meeting is to be held, or shall be sent to him by electronic media, or be delivered, at least two (2) days before the day on which the meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon addressed to the Director's residence or usual place of business. If notice be given by electronic media, such notice shall be deemed to be delivered when the same is delivered via the electronic means utilized. Notice of a Special Meeting may be given by any Director or Directors having authority to call a Special Meeting. Any and all Directors may waive the notice requirement by signing a written waiver of such notice requirement, which statement may be attached to any Board of Directors resolution. The President shall preside at all meetings of the Association and the Board of Directors. Except as otherwise required in these Bylaws, the Articles of Incorporation, or any law, neither the purpose nor purposes of the meeting nor the business to be transacted at the meeting need to be stated in the notice.

8. Action of Board without a Meeting. Any action which is required to be or may be taken at a meeting of the Directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the Directors. The consents shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held. The Secretary of the Association shall file such consents with the minutes of the meetings of the Board of Directors.

9. Meetings by Conference Telephone or Similar Communication Equipment. Members of the Board of Directors of the Association may participate in a meeting of such Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at such meeting.

10. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

11. Adjournment. If less than a quorum of directors is present at any meeting, a majority of the Directors present may adjourn the meeting to another time without notice.

12. Vacancies. Should a vacancy occur on the Board of Directors, the remaining Directors may elect a successor to serve until the next annual meeting.

13. Removal. Any Director, or the entire Board of Directors, may be removed without cause by the members. Any vote to remove a Director shall only be at a meeting called for the purpose of removing the Director or Directors and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Director or Directors. Any Director elected by the Board of Directors may be removed without cause by a vote of two-thirds of the Directors then in office.

14. Indemnification of Directors and Officers.

(a) The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, administrative or investigate, other than an action by or in the right of the Association, by reason of the fact that he is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another corporation, association, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, and amounts paid in settlement actually and reasonable incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association. The termination of any action, suit, or proceeding by judgment, order or settlement shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association.

(b) The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the Association, or is or was serving at the request of the association as a director or officer of another corporation, association, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees and amounts paid in settlement, actually and reasonable incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association; except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the

adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsections (a) and (b) of this section, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the action, suit, or proceeding.

(d) Any indemnification under subsections (a) and (b) of this section, unless ordered by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in this section. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit, or proceeding, or if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the members.

(e) Expenses incurred in defending an action, suit or proceeding may be paid by the Association in advance of the final disposition of the action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this section.

(f) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any provision of law, the Articles of Incorporation, these Bylaws or any agreement, vote of members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Association shall have the power to give any further indemnity, in addition to the indemnity authorized or contemplated under other subsections of this section, including subsection (f), to any person who is or was a director or officer, or to any person who is or was serving at the request of the Association as a director or officer of another corporation, association, partnership, joint venture, trust, or other enterprise, provided such further indemnity is either (i) authorized, directed, or provided for in the Articles of Incorporation or any duly adopted amendment thereof or (ii) is authorized, directed, or provided for in any bylaw or agreement of the Association which has been duly adopted by a vote of the members of the Association, and provided further that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. Nothing in this subsection shall be deemed to limit the power of the

Association under subsection (f) of this section to enact bylaws or to enter into agreements without member adoption of the same.

(h) The Association may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another corporation, association, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this section.

(i) For the purposes of this section, references to "the Association" include all constituent corporations or associations absorbed in a consolidation or merger as well as the resulting or surviving association so that any person who is or was a director or officer of such a constituent association or is or was serving at the request of such constituent association as a director or officer of another association, corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving association as he would if he had served the resulting or surviving association in the same capacity.

(j) For purposes of this section, the term "other enterprise" shall include employee benefit plans; the term "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and the term "serving at the request of the Association" shall include any service as director or officer of the Association which imposes duties on, or involves services by, such director or officer with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Association" as referred to in this section.

15. Compensation of Directors and Council Members. Directors shall receive no compensation for the performance of their duties except for reimbursement of expenses as authorized from time to time by the Board of Directors.

ARTICLE V

Officers

1. Election Appointment and Tenure. The officers of the Association shall be elected as provided by Article III, Section 21 of the Bylaws from among the full members of the Association for a period of one (1) year or until their successors have qualified. The officers of the Association shall consist of a President, President-Elect, Vice President, Secretary and Treasurer. Only one office at any one time may be held by the same individual. The President, President-Elect, Vice President, Secretary and Treasurer shall not be eligible for reelection to the same office.

2. Succession of Officers. In case of the death or resignation of the President he will be succeeded in office for the period of his unexpired term by Association officers in the following order: president-elect, Vice President, Secretary and Treasurer. The President-Elect will succeed the President for the unexpired term of office and will also fill this office for the following year. In case of death or resignation of any other officer, the Board of Directors shall appoint his successor to fill the unexpired term of such officer.

3. President. The President shall be chief executive of the Association, a member of the Board of Directors, and a member of the Executive Committee, and shall serve as Chairman of all meetings of the members and Board of Directors. He shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board are carried into effect. The President shall appoint Committee members as authorized in these Bylaws. He shall sign and execute all contracts in the name of the Association when authorized to do so by the Board of Directors. The President shall appoint an annual meeting arrangements committee. The President shall be an ex-officio member of all committees and when requested shall consult with the members of any committee. The President shall vote as a regular member of the Board of Directors but shall only vote as an ex-officio member of committees to break a tie.

4. President-elect. The President-elect shall be elected by the general membership, shall automatically succeed the President upon the expiration of the President's term, shall be a member of the Board of Directors and a member of the Executive Committee and shall perform duties and exercise the powers of the President during the absence or inability of the President to serve. He shall be Chairman of the Program Committee for the Annual Meeting of the Association and shall coordinate the program with the President.

5. Vice President. The Vice President shall be elected by the general membership, shall be a member of the Board of Directors and a member of the Executive Committee, and shall serve in the absence of the President-Elect and the President. Also, he shall be chairman of the Membership Committee.

6. Secretary. The Secretary shall be elected by the general membership, shall attend all meetings of the members, the Board of Directors and shall preserve in Association books true minutes of the proceedings of all such meetings. He (or his representative) shall safely keep in his custody the seal of the Association and shall have authority to affix the same to all instruments where its use is required. He shall give all notices required by statute, these Bylaws or resolutions. He shall have the final responsibility of the publishing of the annual EERA Directory and shall perform such other duties as may be directed to him by the Board of Directors or the Executive Committee. The Secretary may delegate such duties as he deems appropriate while retaining responsibility to the board.

7. Treasurer. The Treasurer shall be elected by the general membership, shall be a member of the Board of Directors and shall be chairman of the Finance Committee. The Treasurer shall be responsible for all Association funds and securities, keep Association books with full and accurate accounts of all Association receipts and disbursements and deposit all monies, securities and other valuable effects in the name of the Association in such depositories

as may be designated for that purpose by the Board of Directors. He shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the President and Directors at the regular meetings of the Board or at such other times upon their request, an account of all transactions as Treasurer and the financial condition of the Association. If required by the Board of Directors, he shall deliver to the Association and shall keep in force, a bond, in form, amount and with sureties satisfactory to the Board, conditioned for faithful performance of the duties of his office and for restoration to the Association in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in his possession or under his control that belongs to the Association. The cost of such bond is to be paid out of the treasury of the Association. The Treasurer shall also notify the Board of Directors and Membership Committee in writing of all members' accounts which are more than ninety (90) days in arrears. At the end of each calendar year, the Treasurer shall submit a statement and report of the financial condition of the Association as prepared by the Audit Committee and reported to the Board of Directors.

The books shall be closed at the end of each fiscal year and as soon thereafter as possible, the Treasurer shall submit a statement and report to the Board of Directors, which statement and auditor's report shall be read to the General Membership at the next annual membership meeting.

The Board of Directors may appoint an Executive Director who under the supervision of the Treasurer is to perform any of the duties reserved in these Bylaws to the Treasurer. The Executive Director shall not be required to be either a member of the Association or a member of the Board of Directors.

ARTICLE VI

Committees

1. Standing Committees. The following committees shall be standing committees:

- Nominating Committee
- Executive Committee
- Membership Committee
- Finance Committee
- Trade Relations Committee
- Scholarship Committee

2. Nominating Committee. The Board of Directors, by resolution, shall appoint a Nominating Committee, consisting of three (3) delegates at least four (4) months prior to each Annual Meeting, to serve until the next following Annual Meeting.

3. Executive Committee. The Board of Directors by resolution shall appoint an Executive Committee composed of three (3) members of the Board. The President shall serve as chairman of the Committee. The President-Elect and Vice President shall also serve on this committee.

4. Membership Committee. The chairman of the Membership Committee shall be the Vice President. The chairman shall appoint additional committee members as required.

5. Finance Committee. The chairman of the Finance Committee shall be the Treasurer of the Association. Two (2) additional members shall be appointed by the President. Only Directors may serve on the Finance Committees.

6. Trade Relations Committee. The Chairman of the Trade Relations Committee may be appointed by the President and the chairman may appoint additional members, subject to Board approval.

7. The Scholarship Committee. The chairman of the scholarship committee may be appointed by the President and the chairman may appoint additional members, subject to Board approval.

8. Term. All members of Standing Committees, unless otherwise specified, shall serve for a period of one fiscal year. Any vacancy that may occur by reason of death or resignation, shall be filled for the unexpired term by appointment of the chairman of the Committee involved; provided, however, if there is a vacancy in the chairman position, such vacancy shall be filled by the Board.

ARTICLE VII

Duties of Standing Committees

1. The chairman of each Committee shall direct the activities of the Committee and shall be responsible for the results obtained. He shall report the activities of the Committee to the Board of directors.

2. Executive Committee. The duty of the Executive Committee shall be to carry out and perform all instructions, orders, or duties that may be delegated to the Committee by the Board of Directors.

3. Nominating Committee. The Nominating committee, in accordance with the Bylaws, shall prepare a list of elective candidates.

4. Membership Committee. The duties of the Membership Committee shall be as follows:

(a) Any member of the Association may propose to the Membership Committee that an applicant be considered for membership. The Membership Committee must then investigate the applicant's qualifications and if deemed satisfactory, the chairman of the Committee will authorize the Executive Director to advise all members of the recommended applicant and forward a ballot to all members requesting comments and favorable or unfavorable action. Such ballot shall be returned within thirty (30) days.

(b) After favorable action by the Membership Committee and the Board of Directors, the chairman of the Membership Committee shall authorize the Executive Director, or a sponsoring member, to invite the applicant to file a written application with the necessary endorsements and accompanied by a check in the amount of the initiation fee. The invitation may remain open without further review.

(c) If an individual problem arises, any member of the Association may refer it to the Membership Committee. The Membership Committee shall either dispose of the problem directly or refer it to the Board of Directors for final action.

5. Finance Committee. The duties of the Finance Committee shall be as follows:

(a) Prepare and recommend a fiscal year budget to the Board of Directors.

(b) Recommend an initiation fee and yearly dues to the Board of Directors.

(c) Recommend special assessments to the Board of Directors.

(d) Recommend the nature of investments and optional amount of monies to be retained in the reserve fund.

(e) Study any other financial problems and submit recommendations to the Board of Directors.

(f) Submit a statement and report to the Board of Directors at the end of each fiscal year which demonstrates the financial condition of the Association.

6. Trade Relations Committee. The duty of the Trade Relations Committee shall be to carefully study and recommend plans necessary to accomplish the "Purposes" of the Association as outlined in the Bylaws. Recommendations shall be submitted to the Board of Directors for final action.

7. Scholarship Committee. The duty of the Scholarship Committee shall be to make recommendations to the Board of Directors on scholarships.

ARTICLE VIII

Antitrust Compliance

This Association is committed to compliance with any and all federal and state antitrust laws. In particular the Association is dedicated to compliance with the Sherman Act, the Federal Trade Commission Act and the Clayton Act. This Association hereby adopts the attached Policy Statement and Guidelines as a part of its commitment to antitrust compliance. The board of directors shall annually review the Policy Statement and Guidelines to check for commitment to and compliance with this document.

ARTICLE IX

Amendments

1. Amendment to the Articles of Incorporation. Amendments to the Articles of Incorporation may be made at any Regular Meeting or Special Meeting (called for that purpose) of the Association Members, by a vote of at least two-thirds of the members of the Association (quorum requirement) and by a vote of at least two-thirds of this quorum.

2. Amendment to Bylaws. Amendments to the Bylaws of the Association may be made at any Regular Meeting or Special Meeting of the Association by a two-thirds vote of the members of the Association (quorum requirement) and by a vote of at least two-thirds of this quorum.

If the board or the members seek to have the amendment approved by the members at a membership meeting, the corporation shall give notice to its members of the proposed membership meeting in writing at least 30 days before such meeting. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment. If the board or members seek to have the amendment approved by the members by written consent or written ballot according to Article III, Sections 13 and 14 above, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment.

ARTICLE X

Miscellaneous

1. Reserve Fund. A reserve fund may be established and maintained in an amount determined by the Board of Directors, and funds so reserved shall be invested by the Treasurer upon order of the Board of Directors.

2. Corporate Seal. The Association shall have a corporate seal which shall be circular in form and shall bear the name of the Association and the year of its organization and the name of the State under the laws of which the Association is organized.

3. Fiscal Year. The fiscal year of the Association shall be from January 1 to December 31 of each year.