

BY-LAWS of the Gases and Welding Distributors Association

Headquarters Office: 100 North 20th Street, 4th Floor, Philadelphia, PA 19103-1443

Revised August 14, 2007

ARTICLE I

NAME AND OFFICES

Section 1. The name of the organization shall be Gases and Welding Distributors Association.

Section 2. The registered office shall be located in Philadelphia, Commonwealth of Pennsylvania, or such other location in the Commonwealth as the board of directors may determine.

ARTICLE II

PURPOSES

Section 1. The purposes of the Association, as permitted by law, are to promote and maintain such constructive cooperation among welding supply and gas distributors and their sources of supply and service as will advance their mutual interests; inspire the observance of high business methods as will make for efficient and profitable operation; encourage adherence to sound policies and practices; correct faulty procedures and eliminate commercial evils; all to the end that the welding supply distributors may retain their place and identity as an essential and efficient service in the distribution of welding equipment, supplies and gases; and to engage in any and all lawful acts or activities and for any and all lawful purposes for which not-for-profit organizations may be organized under the Pennsylvania Nonprofit Corporation Law, as amended.

ARTICLE III

MEMBERSHIP

Section 1. The members of this Association shall consist of three classes, Distributor, Supplier and Senior.

Section 2. Applications for all classes of membership shall be made to the Executive Director in writing and signed by the applicant. Applicants meeting the eligibility requirements adopted by the board of directors from time to time shall be approved by the board of directors.

Section 3. Any individual, partnership or corporation is eligible for Distributor Membership if it is engaged in retail distribution of gases, equipment or supplies for use in welding, industrial applications, health care or research. For purposes of this provision, "retail distribution" means sales to end-users.

Any individual, partnership or corporation is eligible for Supplier Membership if it is engaged in (1) manufacturing or wholesale distribution of gases, equipment or supplies for use in welding, industrial applications, health care or research, or (2) providing products or services to Distributor members. For purposes of this provision, "wholesale distribution" means sales of products intended for resale.

Any person who for at least ten years was employed by or actively connected with a company which was an Distributor or Supplier Member, during the last ten years of that employment or connection, shall be eligible for Senior Membership if he or she is a: (i) retired individual or (ii) no longer earns a living from the welding supply business.

Section 4. The board of directors shall determine each applicant's eligibility for membership and membership classification. The board of directors may delegate this determination to the Executive Director,

however the Executive Director's determination shall be subject to the power of the board of directors to change such determination. The following criteria shall be used in making such determination. If an applicant for membership is engaged in both retail and wholesale distribution, the board of directors shall determine the appropriate membership classification by the applicant's primary function. An applicant's primary function shall be determined by comparing the applicant's gross dollar sales volume attributable to retail and wholesale distribution. An applicant primarily engaged in selling the products that it manufactured, even to end users, shall be classified as an Supplier member.

Section 5. Any classification of membership or rejection for membership shall be communicated to the applicant in writing along with the reasons therefore, and the applicant shall be given an opportunity to produce additional information in writing to the board of directors not later than sixty (60) days after receipt by the applicant of such initial decision. Decisions of the board of directors made after receipt of such additional information shall be conclusive.

Section 6. Upon written application and approval for membership pursuant to the procedures contained herein and upon the payment of any membership fee or dues provided herein, the applicant shall become a member of the Association entitled to all the rights, privileges and obligations pertaining to the respective class of membership granted. Distributor members shall be entitled to vote, hold office, and all of the other privileges of the Association. Senior members shall be entitled to the privileges of the Association except those of voting rights and holding office; Supplier members shall be entitled to the privileges of the Association except for voting rights; provided that two Supplier members shall be voting members of the board of directors as set out in Article VI, Section 1. In addition, Senior members will receive only limited mailings.

Section 7. The membership of the Association shall be divided into five geographical districts as follows: (i) the Eastern Zone comprising the states of Connecticut, Massachusetts, Maine, Vermont, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Delaware, Maryland, and the District of Columbia, (ii) the Southeastern Zone comprising the states of Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, and West Virginia, (iii) the Central Zone comprising the states of Ohio, Indiana, Illinois, Michigan, Wisconsin, Minnesota, Iowa, Nebraska, North Dakota and South Dakota, (iv) the Southwestern Zone comprising the states of Arkansas, Louisiana, Missouri, New Mexico, Oklahoma, Texas, Mexico and Kansas, (v) the Western Zone comprising the states of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington and Wyoming. Members outside of the boundaries of the United States shall be part of the Zone nearest to them.

Section 8. Resignation of members shall be made in writing to the board of directors. All resignations shall be forwarded to the Executive Director who shall take all actions required by the standing Rules of Operation of the Association, or otherwise deemed necessary by the Board of Directors. A tender of resignation shall not be accepted if the resigning member is in any way indebted to the Association for fees or otherwise. The tender of a resignation by a member shall not entitle the member to a refund of membership dues.

Section 9. A two-thirds vote of the board of directors is required for termination of membership, provided, however, the member is given written notice ten days prior to the action and is granted an opportunity to be heard by the board of directors before any action is taken.

- (a) Termination shall be effected for failure by a member, for whatever reason, to maintain the eligibility requirements as adopted by the board of directors from time to time.
- (b) Termination may be effected for one or more of the following reasons:
 - (i) Commencement of bankruptcy, receivership, reorganization, arrangement or liquidation proceedings, State or Federal, by or against a member.
 - (ii) A transfer of control of the business of a member whether by sale, merger, consolidation or however else effected.

Section 10. The failure by a member to pay any dues, subscriptions, assessments or fees specified herein or by the board of directors within one hundred eighty (180) days from the time the same becomes due shall be reported to the Executive Director and to the board of directors, who may, at their option, suspend the member until payment is received or terminate the membership as specified in Section 9 above.

ARTICLE IV
MEMBERSHIP DUES

Section 1. The annual dues for each member shall be determined by the board of directors. The board of directors may provide differing dues rates for the different classes of membership. Dues shall cover a twelve (12) month period beginning with the month and date the applicant is accepted for membership, and thereafter dues shall be billed at the beginning of each fiscal year in accordance with a dues payment policy established by the board of directors.

ARTICLE V
MEETINGS OF MEMBERS

Section 1. All meetings of the members shall be held at such place, within or without the Commonwealth, as the board of directors may from time to time determine.

Section 2. An annual meeting of the members shall be held at such time and place as the board of directors may determine. During this meeting, Distributor members shall elect by a majority vote the following officers: (i) President, (ii) President Elect, (iii) First Vice President, (iv) one Zone Vice President and one Zone Director from each of the five geographical districts, and (v) a Supplier Vice President and a Supplier Director. If no one receives a majority in the election of a particular officer the two candidates receiving the highest number of votes shall have their names resubmitted and the one receiving the majority shall be elected. The members shall also transact such other business as may properly be brought before the meeting.

Section 3. Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called at any time by the president, by a majority of the board of directors or by members entitled to cast at least ten percent (10%) of the votes which all members are entitled to cast at the particular meeting, upon written request delivered to the Executive Director of the Association. Such request shall state the purpose or purposes of the proposed meeting. Upon receipt of any such request, the Executive Director shall fix the time of the meeting that shall be held not more than sixty (60) days thereafter. If the Executive Director shall neglect to issue such call, the person or persons making the request may issue the call.

Section 4. Written notice of every meeting of the members, specifying the place, date, and hour and the general nature of the business of the meeting, shall be served upon or mailed, postage prepaid, at least five days prior to the annual meeting or at least thirty (30) days prior to a special meeting, unless a greater period of notice is required by statute, to each member entitled to vote thereat.

Section 5. Distributor members may vote by proxy provided such proxy shall be executed in writing by the member or his duly authorized attorney-in-fact and is filed with the Executive Director of the Association prior to the opening hour of the meeting or at least thirty (30) days prior to a special meeting, unless a greater period of notice is required by the statute, to each member entitled to vote thereat. In addition, Distributor members may vote by mail ballot provided such ballot shall be executed in writing by the member or his attorney-in-fact and is filed with the Executive Director of the Association prior to the stated deadline for filing such mail ballots as provided in the notice to members; such voting by mail ballot shall include electronic mail or any other similar writing transmitted by electronic means.

Section 6. Ten percent (10%) of the members entitled to vote, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by statute or by the Articles of Incorporation or by these Bylaws. The members present in person or by proxy at a duly convened meeting can continue to do business until adjournment, notwithstanding withdrawal of enough members to leave less than a quorum.

Section 7. When a quorum is present or represented at any meeting, the vote of a majority of those present in person or represented by proxy shall decide any question brought before such meeting, unless the

question is one upon which, by express provision of the statutes or of the Articles of Incorporation or of these Bylaws, a different vote is required in which case such express provision shall govern and control the decision of such question.

Section 8. Each Distributor member shall at every meeting of the members be entitled to one vote in person or by proxy. One or more members may participate in a meeting of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Section 9. Any action which may be taken at a meeting of the members may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the members who would be entitled to vote at a meeting for such purpose and shall be filed with the Executive Director of the Association.

Section 10. Any matter upon which Members are required or entitled to vote, including changes in the Articles of Incorporation, the Bylaws or election of directors or officers, may be by ballot or by mail, including electronic mail or any other similar writing transmitted by electronic means. Any provision of these Bylaws which requires that such vote be taken at a meeting or otherwise is hereby modified by this Section.

ARTICLE VI DIRECTORS

Section 1. The board of directors of the Association shall consist of the following seventeen officers of the Association (i) President, (ii) President Elect, (iii) First Vice President, (iv) First Past President, (iv) Second Past President, (vi) the Zone Vice President and Zone Director from each of the five geographical districts, and (vii) the Supplier Vice President and Supplier Director. Each director shall serve as such for so long as each holds the office by virtue of which he is a director of the Association. The board of directors may, by a vote of not less than a majority of the authorized number of directors, increase or decrease the number of directors from time to time, without a vote of the members provided, however, that any such decrease shall not eliminate any director then in office.

Section 2. Vacancies and newly created directorships resulting from the increase in directors shall be filled by a majority of the remaining directors, though less than a quorum, and each person so elected shall be a director until a successor to his office is elected by the members who may make such an election at the next annual meeting of members or at a special meeting duly called for that purpose.

Section 3. The business of the Association shall be managed by its board of directors which may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised and done by the members.

Section 4. In addition to the directors set out in Section 1 of this Article, the Chairmen of the Government Affairs, Human Resources, Industry Partnering, Insurance Trustees, Management Information, Membership, and Safety Committees, as well as the Chairmen of such other Committees as the President may designate, shall be non-voting members of the board of directors.

MEETINGS OF THE BOARD OF DIRECTORS

Section 5. A meeting of the board of directors shall be held in connection with and at the same place as the annual meeting of members. No notice of such meeting shall be necessary to the directors in order to legally constitute such meeting, provided a majority of the whole board shall be present. The board of directors shall appoint an Executive Director, and Treasurer as part of its scheduled meeting at which the annual budget is approved.

Section 6. At least one other regular meeting of the board of directors shall be held each year without notice at such time and at such place as shall from time to time be determined by resolution of at least a majority of the board at a duly convened meeting, or by unanimous written consent.

Section 7. Special meetings of the board may be called by the president, or upon written request of a majority of directors then in office on thirty days' notice to each director, either personally, by mail, by telephone or by telegram.

Section 8. At all meetings of the board a majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the board of directors, except as may be otherwise specifically provided by statute.

Section 9. One or more directors may participate in a meeting of the board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 10. If all the directors shall severally or collectively consent in writing to any action to be taken by the Association, such action shall be as valid a corporate action as though it had been authorized at a meeting of the board of directors.

REMOVAL OF DIRECTORS

Section 11. The entire board of directors or any individual director may be removed from office without assigning any cause at any meeting of the members by the vote of a majority of the members entitled to vote. In such a case, new directors may be elected at the same meeting.

ARTICLE VII

NOTICES

Section 1. Notices to directors and members shall be in writing and delivered personally or mailed to the directors and members at their addresses appearing on the books of the Association. Notice by mail shall be deemed to be given at the time when the same shall be mailed. Notice may also be given by telegram or by electronic mail or any other similar writing transmitted by electronic means. Notices shall state the purpose or purposes of the meeting, and business transacted at any special meeting of the members shall be limited to the purposes set forth in the notice therefore.

ARTICLE VIII

RULES GOVERNING PROCEDURE

Section 1. The proceedings of the Association shall be subject to parliamentary procedure according to Roberts Rules of Order.

ARTICLE IX

OFFICERS

Section 1. The officers of the Association shall consist of a President, President Elect, First Vice President, one Zone Vice President from each of the five geographical districts, and one Zone Director from each of the five geographical districts, an one Supplier Vice President and one Supplier Director, each such officer elected by the members of the Association as set forth in Article V, Section 2 hereof; and an Executive Director, who shall be appointed by the board of directors as set forth in Article VI, Section 4 hereof.

Section 2. Each officer shall hold office for a term of one (1) year. The President, President-Elect and First Vice President may not serve two (2) consecutive terms. Each Zone Vice President and Zone Director may serve up to two (2) consecutive terms, but must be renominated and subsequently re-elected to that office. The board of directors may appoint other officers who shall hold their offices for such terms and shall exercise such

powers and perform such duties as shall be determined from time to time by the board. Those officers appointed by the board of directors need not be an employee or officer of a member.

Section 3. In the event an elected officer leaves the member company where he or she was employed at the time of his or her election, such officer shall submit a letter of resignation to the board of directors. The board of directors will determine by majority vote whether to accept the resignation or request the individual to serve the remainder of his or her term.

Section 4. The immediate past President (“First Past President”) of the Association shall be ex-officio member of the board of directors to serve until his or her respective successor qualifies, provided, however, that if such person: (1) served less than a full term as President prior to the annual election of officers, and did not serve as President-Elect prior to serving as President, or (2) leaves the member company where he or she was employed at the time of his or her election to office, such officer shall submit a letter of resignation to the board of directors. The board of directors shall determine by majority vote whether to accept the resignation or request the individual to serve the remainder of his or her term. If the board of directors accepts such resignation, or if such person dies or resigns, the board of directors may fill the vacancy with the next most immediate past President who in the discretion of the board of directors is an Distributor member of the Association, by a majority vote of the board.

Section 5. Each ex-officio member of the board of directors is entitled to participate in meetings of the board to the same extent as other members of the board and to have one vote on each and every matter that comes before the board.

THE PRESIDENT

Section 6. It shall be the duty of the President to preside at all meetings of the Association, to call special meetings of the Association, to act as Convention Committee Chairperson, to perform such other executive duties as customarily pertain to the office of President, and to see that all orders and resolutions of the board of directors are carried into effect.

Section 7. He or she shall execute bonds, mortgages and other contracts, except that the President may delegate to the Executive Director the authority to execute contracts and other documents legally binding the Association.

PRESIDENT-ELECT

Section 8. It shall be the duty of the President-Elect to act as Chairman of the Membership Committee and to act as Administrative Assistant to the President, and in the absence of the President, to preside in his stead.

FIRST VICE PRESIDENT

Section 9. It shall be the duty of the First Vice President to act as Vice Chairman of the Membership Committee and in the absence of the President-Elect to act in his stead, and in the absence of both the President and the President-Elect, to act in the President’s stead.

TREASURER

Section 10. The Treasurer shall be the Chief Financial Officer of the Association, and shall provide general oversight of the financial transactions of the Association. The Treasurer shall be responsible, along with the Executive Director, for presenting an annual budget to the Board of Directors and for overseeing the audit and financial reports of the Association. The Treasurer shall report on the financial status of the Association at each meeting of the Board of Directors.

EXECUTIVE DIRECTOR

Section 11. The Executive Director shall be responsible for the conduct of the general correspondence of the Association; shall act as the Secretary of all committees, unless otherwise provided; shall attend all regular and special meetings; shall present a report of all activities at the Annual Meeting; shall provide a forecast of expenditures as required by the board of directors; shall receive and account for all monies payable to the Association; shall disburse all funds and provide audited statements a minimum of one per fiscal year; and shall provide accounting compliance with **Article XI, Section 2** hereof.

HEADQUARTER'S OFFICE

Section 12. The Headquarters Office, to the extent requested or directed by the President, President-Elect, or Executive Director shall assist the President, President-Elect, or Executive Director in discharging their duties, which shall include without limitation keeping a record of all meetings and all correspondence of the Association and of the board of directors, sending out notices of all meetings, collecting all monies due the Association, depositing such funds, paying Association-related bills, and assisting in the preparation of financial reports.

COMMITTEES

Section 13. There shall be as standing committees of the Association a Government Affairs, Human Resources, Industry Partnering, Insurance Trustees, Management Information, Membership, and Safety Committee. In addition, the president shall, with the assistance of the board of directors, if he or she desires, designate in writing one or more other committees of the Association and the members thereof. Any such committee shall exercise such authority as is provided by resolution of the board of directors. The committee or committees designated shall keep regular minutes of its proceedings and report the same to the board when required.

EXECUTIVE COMMITTEE

Section 14. In addition, there shall be an Executive Committee consisting of the President, President Elect, First Vice President, First Past President, and Second Past President, General Counsel and Treasurer. The General Counsel and Treasurer shall serve as non-voting members of the Executive Committee. In between meetings of the board of directors, the Executive Committee shall have and may exercise all of the powers and authority of the board of directors, except as restricted by law. Specifically, the Executive Committee shall be charged with the responsibility of audit and financial control matters. It shall assist the Treasurer and Executive Director in presenting to the board an annual budget and any amendments thereto, and shall be responsible for assessing and making recommendations regarding any financial reports and/or contracts submitted to the board. The Executive Committee shall meet at least three times per year, at least once in the Spring and once in the Fall. The President of the Association shall act as Chairman. If necessary, the Executive Committee shall meet one month prior to the board meeting in order to provide recommendations to board members at least two weeks prior to consideration at the board meeting.

LEADERSHIP DEVELOPMENT COMMITTEE

Section 15. Within thirty days after assuming office, the President shall appoint a Leadership Development Committee consisting of the President, First Past President, the next most immediate past president functioning as an Distributor member, and four at-large members. In the alternative, at the request of the board of directors, the President shall appoint five additional at-large members to the Leadership Development Committee. Under either alternative, the President shall endeavor, if possible, to have each geographical district equally represented on the Leadership Development Committee. The First Past President shall be the chairman of the Leadership Development Committee. The Leadership Development Committee shall nominate candidates for offices of President, President-Elect, First Vice President, and one Zone Vice President and one Zone Director from each of the five geographical districts. The Committee shall select

candidates by a majority vote of the Committee. Their report, containing the slate of candidates as selected, shall be presented to the members at the annual meeting. After the report is presented, it shall be the privilege of any member of the Association to place in nomination the name of any member eligible for such office. All nominations from the floor will be added to those contained in the Leadership Development Committee's report, and the voting members of the Association may vote for any individual so nominated.

ARTICLE X

INDEMNIFICATION AND INSURANCE

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS

Section 1. The Association shall hold harmless and indemnify any person who was, is, or is threatened to be made a party to any legal proceeding by reason of the fact that he or she is or was a director, officer or member of a committee of the Association or any related entity, or is or was serving in any other capacity at the request of the Association, against expenses, (including attorneys' fees and costs), judgments, fines, and amounts paid in settlement, actually and reasonably incurred in connection with any such legal proceeding to the fullest extent permitted by the Pennsylvania Nonprofit Corporation Law, except for any action or failure to act determined in a court of law to constitute willful misconduct or recklessness.

INSURANCE

Section 2. The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, 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.

LIMITATION OF PERSONAL LIABILITY

Section 3. A director of the Association shall stand in a fiduciary relationship to the Association and shall perform his/her duties as a director, including his/her duties as a member of any committee of the board upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interest of the Association, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his/her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- a. One or more officers or employees of the Association whom the director reasonably believes to be reliable and competent in the matters presented.
- b. Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.
- c. A committee of the board upon which he/she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.

ARTICLE XI
GENERAL PROVISIONS
FISCAL YEAR

Section 1. The fiscal year of the Association shall be fixed by resolution of the board of directors.

RESERVE

Section 2. The Association shall endeavor to maintain a reserve fund that equals one years' operating expenses, based on the three prior fiscal years. The reserve fund shall not exceed one and a half year's operating expenses. Reserve funds shall be maintained in investments made in accordance with an investment policy approved by the board of directors.

ANNUAL REPORT OF DIRECTORS

Section 3. The board of directors shall present annually to the members a report, verified by the President and Executive Director or by a majority of the directors, showing in appropriate detail the following: (i) The assets and liabilities of the Association as of the end of, and the principal changes therein during, the immediately preceding fiscal year; (ii) The revenue and expenses of the Association for the immediately preceding year; and (iii) The number of members as of the date of the report, together with a statement of increase or decrease in such number for the immediately preceding year and the location where the names and addresses of current members may be obtained. The annual report shall be filed with the minutes of the annual meeting of members.

ARTICLE XII
AMENDMENTS

Section 1. To the extent permitted by law, these Bylaws may also be altered, amended or repealed by a majority vote of the board of directors at any regular or special meeting duly convened after notice to the members of the board of directors of that purpose, subject always to the power of the members to change any such action.

Section 2. These Bylaws may be altered, amended or repealed by a 2/3 vote of the members entitled to vote thereon at any regular or special meeting duly convened after notice to the members of that purpose.

ARTICLE XIII
DISSOLUTION

Section 1. The Association shall use its funds only to accomplish the objectives and purposes specified by these Bylaws, and no part of said funds shall inure, or be distributed to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed, as determined by the board of directors, to one or more trade associations or business leagues as defined in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the board of directors.

BY-LAWS of the Gases and Welding Distributors Association

Headquarters Office: 100 North 20th Street, 4th Floor, Philadelphia, PA 19103-1443

~~Revised August 14, 2007~~

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ARTICLE I NAME AND OFFICES

Section 1. The name of the organization shall be Gases and Welding Distributors Association.

Section 2. The registered office shall be located in Philadelphia, Commonwealth of Pennsylvania, or such other location in the Commonwealth as the board of directors may determine.

ARTICLE II PURPOSES

Section 1. The purposes of the Association, ~~as permitted by law,~~ are to promote ~~and maintain such~~ constructive cooperation among welding supply and gas distributors and their sources of supply and service as will advance their mutual interests; inspire the observance of high business methods as will make for efficient and profitable operation; encourage adherence to sound policies and practices; correct faulty procedures and eliminate commercial evils; all to the end that the welding supply distributors may retain their place ~~and identity~~ as an essential and efficient service in the distribution of welding equipment, supplies and gases; and to engage in ~~any and all~~ lawful ~~acts or~~ activities ~~and for any and all lawful purposes~~ for which not-for-profit organizations may be organized under the Pennsylvania Nonprofit Corporation Law, as amended.

ARTICLE III MEMBERSHIP

Section 1. ~~The m~~Members ~~of this Association~~ shall consist of ~~four~~~~three~~ classes, Distributor, Supplier, ~~manufacturer's representative~~ and Senior.

~~**Section 2.** Applications for all classes of membership shall be made to the Executive Director in writing and signed by the applicant. Applicants meeting the eligibility requirements adopted by the board of directors from time to time shall be approved by the board of directors.~~

Section 3. Any individual, partnership or corporation is eligible for Distributor Membership if it is engaged in retail distribution of gases, equipment or supplies for use in welding, industrial applications, health care or research. For purposes of this provision, "retail distribution" means sales to end-users.

Any individual, partnership or corporation is eligible for Supplier Membership if it is engaged in (1) manufacturing or wholesale distribution of gases, equipment or supplies for use in welding, industrial applications, health care or research, or (2) providing products or services to Distributor members. For purposes of this provision, "wholesale distribution" means sales of products intended for resale.

~~A manufacturer's representative may be a salaried employee, or an independent broker, working on commission, who represents more than one manufacturer's line of merchandise.~~

Any person who for at least ten years was employed by or actively connected with a company which was an Distributor or Supplier Member, during the last ten years of that employment or connection, shall be eligible for Senior Membership if he or she is a: (i) retired individual or (ii) no longer earns a living from the welding supply business.

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~~Section 4. The board of directors shall determine each applicant's eligibility for membership and membership classification. The board of directors may delegate this determination to the Executive Director, however the Executive Director's determination shall be subject to the power of the board of directors to change such determination. The following criteria shall be used in making such determination. If an applicant for membership is engaged in both retail and wholesale distribution, the board of directors shall determine the appropriate membership classification by the applicant's primary function. An applicant's primary function shall be determined by comparing the applicant's gross dollar sales volume attributable to retail and wholesale distribution. An applicant primarily engaged in selling the products that it manufactured, even to end users, shall be classified as an Supplier member.~~

~~Section 5. Any classification of membership or rejection for membership shall be communicated to the applicant in writing along with the reasons therefore, and the applicant shall be given an opportunity to produce additional information in writing to the board of directors not later than sixty (60) days after receipt by the applicant of such initial decision. Decisions of the board of directors made after receipt of such additional information shall be conclusive.~~

~~Section 6. Upon written application and approval for membership pursuant to the procedures contained herein and upon the payment of any membership fee or dues provided herein, the applicant shall become a member of the Association entitled to all the rights, privileges and obligations pertaining to the respective class of membership granted. Distributor members shall be entitled to vote, hold office, and all of the other privileges of the Association. Senior members shall be entitled to the privileges of the Association except those of voting rights and holding office; Supplier members shall be entitled to ~~the~~the privileges of the Association ~~except for voting rights~~except for voting rights; provided that ~~two one~~ Supplier members shall be ~~a~~ voting members of the board of directors as set out in Article VI, Section I. ~~In addition, Senior members will receive only limited mailings.~~~~

~~Section 7. The membership of the Association shall be divided into five geographical districts as follows: (i) the Eastern Zone comprising the states of Connecticut, Massachusetts, Maine, Vermont, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Delaware, Maryland, and the District of Columbia, (ii) the Southeastern Zone comprising the states of Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, and West Virginia, (iii) the Central Zone comprising the states of Ohio, Indiana, Illinois, Michigan, Wisconsin, Minnesota, Iowa, Nebraska, North Dakota and South Dakota, (iv) the Southwestern Zone comprising the states of Arkansas, Louisiana, Missouri, New Mexico, Oklahoma, Texas, Mexico and Kansas, (v) the Western Zone comprising the states of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington and Wyoming. Members outside of the boundaries of the United States shall be part of the Zone nearest to them.~~

~~Section 8. Resignation of members shall be made in writing to the board of directors. All resignations shall be forwarded to the Executive Director who shall take all actions required by the standing Rules of Operation of the Association, or otherwise deemed necessary by the Board of Directors. A tender of resignation shall not be accepted if the resigning member is in any way indebted to the Association for fees or otherwise. The tender of a resignation by a member shall not entitle the member to a refund of membership dues.~~

~~Section 9. A two thirds vote of the board of directors is required for termination of membership, provided, however, the member is given written notice ten days prior to the action and is granted an opportunity to be heard by the board of directors before any action is taken.~~

~~(a) Termination shall be effected for failure by a member, for whatever reason, to maintain the eligibility requirements as adopted by the board of directors from time to time.~~

~~(b) Termination may be effected for one or more of the following reasons:~~

~~(i) Commencement of bankruptcy, receivership, reorganization, arrangement or liquidation proceedings, State or Federal, by or against a member.~~

~~(ii) A transfer of control of the business of a member whether by sale, merger, consolidation or however else effected.~~

~~Section 10. The failure by a member to pay any dues, subscriptions, assessments or fees specified herein or by the board of directors within one hundred~~

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eighty (180) days from the time the same becomes due shall be reported to the Executive Director and to the board of directors, who may, at their option, suspend the member until payment is received or terminate the membership as specified in Section 9 above.

ARTICLE IV MEMBERSHIP DUES

Section 1. The annual dues for each member shall be determined by the board of directors. The board of directors may provide differing dues rates for the different classes of membership. ~~Dues shall cover a twelve (12) month period beginning with the month and date the applicant is accepted for membership, and thereafter dues shall be billed at the beginning of each fiscal year in accordance with a dues payment policy established by the board of directors.~~

ARTICLE V MEETINGS OF MEMBERS

Section 1. All meetings of the members shall be held at such place, ~~within or without the Commonwealth,~~ as the board of directors may ~~from time to time~~ determine.

Section 2. An annual meeting of the members shall be held at such time and place as the board of directors may determine. During this meeting, ~~Distributor~~ ~~Distributor~~ members shall elect by a majority vote the following officers: (i) President, (ii) President Elect, (iii) First Vice President, (iv) ~~five~~ ~~one~~ ~~Zone~~ Vice Presidents ~~and one Zone Director from each of the five geographical districts,~~ and (v) a Supplier Vice President ~~and a Supplier Director. If no one receives a majority in the election of a particular officer the two candidates receiving the highest number of votes shall have their names resubmitted and the one receiving the majority shall be elected.~~ The members shall also transact such other business as may properly be brought before the meeting.

Section 3. Special meetings of the members for any purpose ~~or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation,~~ may be called at any time by the president ~~or,~~ by a majority of the board of directors ~~or by members entitled to cast at least ten percent (10%) of the votes which all members are entitled to cast at the particular meeting, upon written request delivered to the Executive Director of the Association. Such request shall state the purpose or purposes of the proposed meeting. Upon receipt of any such request, the Executive Director shall fix the time of the meeting that shall be held not more than sixty (60) days thereafter. If the Executive Director shall neglect to issue such call, the person or persons making the request may issue the call.~~

Section 4. Written notice of every meeting of the members, specifying the place, date, and hour and the general nature of the business of the meeting, shall be ~~emailed~~ ~~served upon~~ or mailed, ~~postage prepaid,~~ at least five days prior to the annual meeting or at least ~~thirty (30)~~ ~~ten (10)~~ days prior to a special meeting, ~~unless a greater period of notice is required by statute, to each member entitled to vote thereat.~~

Section 5. ~~Distributor m~~Members may vote by proxy provided such proxy shall be executed in writing by the member or his duly authorized attorney-in-fact and is filed with the Executive Director of the Association prior to the opening hour of the meeting or at least ~~thirty (30)~~ ~~ten (10)~~ days prior to a special meeting, ~~unless a greater period of notice is required by the statute, to each member entitled to vote thereat. In addition,~~ ~~Distributor m~~Members may vote by mail ~~or email~~ ballot provided such ballot shall be executed in writing by the member or his attorney-in-fact and is filed with the Executive Director of the Association prior to the stated deadline for filing such mail ballots as provided in the notice to members; ~~such voting by mail ballot shall include electronic mail or any other similar writing transmitted by electronic means.~~

Section 6. Ten percent (10%) of the members entitled to vote, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the members for the transaction of business, ~~except as otherwise provided by statute or by the Articles of Incorporation or by these Bylaws. The members present in person or by proxy at a duly convened meeting can continue to do business until adjournment, notwithstanding withdrawal of enough members to leave less than a quorum.~~

Section 7. When a quorum is present or represented at any meeting, the vote of a majority of those present in person or represented by proxy shall decide any question brought before such meeting, ~~unless the question is one upon which, by express provision of the statutes or of the Articles of Incorporation or of these Bylaws, a different vote is required in which case such express provision shall govern and control the decision of such question.~~

Section 8. ~~Each Distributor, Distributor member company shall at every meeting of the members be entitled to one vote in person or by proxy. One or more m~~Members may participate in a meeting of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Section 9. Any action which may be taken at a meeting of the members may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the members who would be entitled to vote at a meeting ~~for such purpose and shall be filed with the Executive Director of the Association.~~

Section 10. Any matter upon which Members are required or entitled to vote, including changes in the Articles of Incorporation, the Bylaws or election of directors or officers, may be by ballot or by mail, including electronic mail ~~or any other similar writing transmitted by electronic means. Any provision of these Bylaws which requires that such vote be taken at a meeting or otherwise is hereby modified by this Section.~~

ARTICLE VI DIRECTORS

Section 1. The board of directors of the Association shall consist of the following ~~eleven seventeen members, officers~~ of the Association (i) President, (ii) President Elect, (iii) First Vice President, (iv) First Past President, (v) Second Past President, (vi) ~~five the Zone~~ Vice Presidents ~~and Zone Director from each of the five geographical districts,~~ and (vii) the Supplier Vice President ~~and Supplier Director. Each director shall serve as such for so long as each holds the office by virtue of which he is a director of the Association.~~ The board of directors may, by a vote of not less than a majority of the ~~authorized number of~~ directors, increase or decrease the number of directors ~~from time to time,~~ without a vote of the members provided, ~~however,~~ that any ~~such~~ decrease shall not eliminate any director then in office.

Section 2. Vacancies and newly created directorships resulting from the increase in directors shall be filled by a majority of the remaining directors, ~~though less than a quorum,~~ and each person so elected shall be a director until a successor to his office is elected by the members ~~who may make such an election at the next annual meeting of members or at a special meeting duly called for that purpose.~~

Section 3. The business of the Association shall be managed by its board of directors which may exercise all such powers of the Association ~~and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised and done by the members.~~

Section 4. ~~In addition to the directors set out in Section 1 of this Article, the Chairmen of the Government Affairs, Human Resources, Industry Partnering, Insurance Trustees, Management Information, Membership, and Safety Committees, as well as the Chairmen of such other Committees as the President may designate, shall be non-voting members of the board of directors.~~

MEETINGS OF THE BOARD OF DIRECTORS

Section 5. A meeting of the board of directors shall be held in connection with ~~and at the same place as~~ the annual meeting of members. ~~No notice of such meeting shall be necessary to the directors in order to legally~~

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~~constitute such meeting, provided a majority of the whole board shall be present. The board of directors shall appoint an Executive Director, and Treasurer as part of its scheduled meeting at which the annual budget is approved.~~

Section 6. At least one other regular meeting of the board of directors shall be held each year ~~without notice at such time and at such place as shall from time to time be determined by resolution of at least a majority of the board at a duly convened meeting, or by unanimous written consent.~~

Section 7. Special meetings of the board may be called by the president, ~~or upon written request of a majority of directors then in office on thirty ten days' notice to each director, either personally, by mail, email or by telephone or by telegram.~~

Section 8. ~~At all meetings of the board a~~ majority of the directors ~~in office~~ shall be necessary to constitute a quorum for the transaction of business, ~~and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the board of directors, except as may be otherwise specifically provided by statute.~~

Section 9. ~~One or more d~~Directors may participate in a meeting of the board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. ~~If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.~~

Section 10. If all the directors ~~shall severally or collectively~~ consent in writing to any action to be taken by the Association, such action shall be as valid a corporate action as though it had been authorized at a meeting of the board of directors.

REMOVAL OF DIRECTORS

Section 11. The entire board of directors or any individual director may be removed from office without assigning any cause at any meeting of the members by the vote of ~~a majority two-thirds~~ of the members entitled to vote. In such a case, new directors may be elected at the same meeting.

ARTICLE VII

NOTICES

~~Section 1. Notices to directors and members shall be in writing and delivered personally or mailed to the directors and members at their addresses appearing on the books of the Association. Notice by mail shall be deemed to be given at the time when the same shall be mailed. Notice may also be given by telegram or by electronic mail or any other similar writing transmitted by electronic means. Notices shall state the purpose or purposes of the meeting, and business transacted at any special meeting of the members shall be limited to the purposes set forth in the notice therefore.~~

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ARTICLE VIII

RULES GOVERNING PROCEDURE

Section 1. The proceedings of the Association shall be subject to parliamentary procedure according to Roberts Rules of Order.

ARTICLE IX

OFFICERS

Section 1. The officers of the Association shall consist of a President, President Elect, First Vice President, ~~one Zone Vice President from each of the five geographical districts, and one Zone Director from~~

~~each of the five geographical districts, an one Supplier Vice President and one Supplier Director, each such officer elected by the members of the Association as set forth in Article V, Section 2 hereof; and an Executive Director, who shall be appointed by the board of directors as set forth in Article VI, Section 4 hereof.~~

Section 2. ~~Each officer, except the Executive Director, shall hold office for a term of one (1) year. The President, President-Elect and First Vice President may not serve two (2) consecutive terms. Each Zone Vice President and Zone Director may serve up to two (2) consecutive terms, but must be renominated and subsequently re-elected to that office. The board of directors may appoint other officers who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board. Those officers appointed by the board of directors need not be an employee or officer of a member.~~

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Section 3. In the event an elected officer leaves the member company where he or she was employed at the time of his or her election, such officer shall submit a letter of resignation to the board of directors. The board of directors will determine by majority vote whether to accept the resignation or request the individual to serve the remainder of his or her term.

~~**Section 4.** The immediate past President ("First Past President") of the Association shall be ex officio member of the board of directors to serve until his or her respective successor qualifies, provided, however, that if such person: (1) served less than a full term as President prior to the annual election of officers, and did not serve as President-Elect prior to serving as President, or (2) leaves the member company where he or she was employed at the time of his or her election to office, such officer shall submit a letter of resignation to the board of directors. The board of directors shall determine by majority vote whether to accept the resignation or request the individual to serve the remainder of his or her term. If the board of directors accepts such resignation, or if such person dies or resigns, the board of directors may fill the vacancy with the next most immediate past President who in the discretion of the board of directors is an Distributor member of the Association, by a majority vote of the board.~~

~~**Section 5.** Each ex officio member of the board of directors is entitled to participate in meetings of the board to the same extent as other members of the board and to have one vote on each and every matter that comes before the board.~~

THE PRESIDENT

Section 6. It shall be the duty of the President to preside at all meetings of the Association and Board of Directors, to call special meetings of the Association, to act as Convention Committee Chairperson, to perform such other executive duties as customarily pertain to the office of President, and to see that all orders and resolutions of the board of directors are carried into effect.

~~**Section 7.** He or she shall execute bonds, mortgages and other contracts, except that t~~The President may delegate to the Executive Director the authority to execute contracts and other documents legally binding the Association.

PRESIDENT-ELECT

Section 8. It shall be the duty of the President-Elect ~~to act as Chairman of the Membership Committee and~~ to act as Administrative Assistant to the President, and in the absence of the President, to preside in his stead.

FIRST VICE PRESIDENT

Section 9. It shall be the duty of the First Vice President ~~to act as Vice Chairman of the Membership Committee and~~ in the absence of the President-Elect to act in his stead, and in the absence of both the President and the President-Elect, to act in the President's stead.

TREASURER

Section 10. The Treasurer shall be the Chief Financial Officer of the Association, and shall provide general oversight of the financial transactions of the Association. The Treasurer shall be responsible, along with the Executive Director, for presenting an annual budget to the Board of Directors and for overseeing the audit and financial reports of the Association. ~~The Treasurer shall report on the financial status of the Association at each meeting of the Board of Directors.~~

EXECUTIVE DIRECTOR

Section 11. The Executive Director shall be responsible for the conduct of the general correspondence of the Association; shall act as or designate the Secretary of all committees, ~~unless otherwise provided~~; shall attend all regular and special meetings; ~~shall present a report of all activities at the Annual Meeting; shall provide a forecast of expenditures as required by the board of directors~~; shall ~~receive and~~ account for all monies payable to the Association; shall disburse all funds and provide audited statements a minimum of one per fiscal year; and shall provide accounting compliance with **Article XI, Section 2** hereof.

HEADQUARTER'S OFFICE

~~Section 12. The Headquarters Office, to the extent requested or directed by the President, President Elect, or Executive Director shall assist the President, President Elect, or Executive Director in discharging their duties, which shall include without limitation keeping a record of all meetings and all correspondence of the Association and of the board of directors, sending out notices of all meetings, collecting all monies due the Association, depositing such funds, paying Association-related bills, and assisting in the preparation of financial reports.~~

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COMMITTEES

~~Section 13. There shall be as standing committees of the Association a Government Affairs, Human Resources, Industry Partnering, Insurance Trustees, Management Information, Membership, and Safety Committee. In addition, the president shall, with the assistance of the board of directors, if he or she desires, designate in writing one or more other committees of the Association and the members thereof. Any such committee shall exercise such authority as is provided by resolution of the board of directors. The committee or committees designated shall keep regular minutes of its proceedings and report the same to the board when required.~~

EXECUTIVE COMMITTEE

Section 14. ~~In addition, t~~There shall be an Executive Committee consisting of the President, President Elect, First Vice President, First Past President, and Second Past President, ~~General Counsel and Treasurer.~~ The ~~General Counsel and~~ Treasurer and the Executive Director shall serve as non-voting members of the Executive Committee. In between meetings of the board of directors, the Executive Committee shall have and may exercise all of the ~~powers and~~ authority of the board of directors, ~~except as restricted by law.~~ ~~Specifically, the Executive Committee shall be charged with the responsibility of audit and financial control matters. It shall assist the Treasurer and Executive Director in presenting to the board an annual budget and any amendments thereto, and shall be responsible for assessing and making recommendations regarding any financial reports and/or contracts submitted to the board. The Executive Committee shall meet at least three times per year, at least once in the Spring and once in the Fall.~~ The President of the Association shall act as Chairman. ~~If necessary, the Executive Committee shall meet one month prior to the board meeting in order to provide recommendations to board members at least two weeks prior to consideration at the board meeting.~~

LEADERSHIP DEVELOPMENT COMMITTEE

Section 15. ~~Within thirty days after assuming office, t~~The President shall appoint a Leadership Development Committee consisting of the President, First Past President, the ~~Second Past President next most immediate past president functioning as an Distributor member,~~ and four at-large members. ~~In the alternative, at the request of the board of directors, the President shall appoint five additional at-large members to the Leadership Development Committee. Under either alternative, t~~The President shall endeavor, ~~if possible,~~ to have each geographical district ~~equally~~ represented on the Leadership Development Committee. The First Past President shall be the chairman ~~of the Leadership Development Committee.~~ The Leadership Development Committee shall nominate candidates for offices of President, President-Elect, First Vice President, and ~~five one Zone Vice Presidents and one Supplier Vice President and one Zone Director from each of the five geographical districts. The Committee shall select candidates by a majority vote of the Committee. Their report, containing t~~The slate of candidates ~~as selected,~~ shall be presented to the members at the annual meeting. ~~After the report is presented, it shall be the privilege of any member of the Association to place in nomination the name of any member eligible for such office. All nominations from the floor will be added to those contained in the Leadership Development Committee's report, and the voting members of the Association may vote for any individual so nominated.~~

ARTICLE X

INDEMNIFICATION AND INSURANCE

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS

Section 1. The Association shall hold harmless and indemnify any person who was, is, or is threatened to be made a party to any legal proceeding by reason of the fact that he or she is or was a director, officer or member of a committee of the Association or any related entity, or is or was serving in any other capacity at the request of the Association, against expenses, (including attorneys' fees and costs), judgments, fines, and amounts paid in settlement, actually and reasonably incurred in connection with any such legal proceeding to the fullest extent permitted by the Pennsylvania Nonprofit Corporation Law, except for any action or failure to act determined in a court of law to constitute willful misconduct or recklessness.

INSURANCE

Section 2. The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, 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.

LIMITATION OF PERSONAL LIABILITY

~~Section 3.~~ A director of the Association shall stand in a fiduciary relationship to the Association and shall perform his/her duties as a director, including his/her duties as a member of any committee of the board upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interest of the Association, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. ~~In performing his/her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:~~

- ~~a. One or more officers or employees of the Association whom the director reasonably believes to be reliable and competent in the matters presented.~~
- ~~b. Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.~~

~~e. — A committee of the board upon which he/she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.~~

~~A director shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.~~

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ARTICLE XI GENERAL PROVISIONS FISCAL YEAR

Section 1. The fiscal year of the Association shall be fixed by resolution of the board of directors.

RESERVE

~~Section 2. The Association shall endeavor to maintain a reserve fund that equals one year's operating expenses, based on the three prior fiscal years. The reserve fund shall not exceed one and a half year's operating expenses. Reserve funds shall be maintained in investments made in accordance with an investment policy approved by the board of directors.~~

ANNUAL REPORT OF DIRECTORS

~~Section 3. The board of directors shall present annually to the members a report, verified by the President and Executive Director or by a majority of the directors, showing in appropriate detail the following: (i) The assets and liabilities of the Association as of the end of, and the principal changes therein during, the immediately preceding fiscal year; (ii) The revenue and expenses of the Association for the immediately preceding year; and (iii) The number of members as of the date of the report, together with a statement of increase or decrease in such number for the immediately preceding year and the location where the names and addresses of current members may be obtained. The annual report shall be filed with the minutes of the annual meeting of members.~~

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ARTICLE XII AMENDMENTS

Section 1. ~~To the extent permitted by law, t~~These Bylaws may also be altered, amended or repealed by a ~~two-thirds~~majority vote of the board of directors ~~at any regular or special meeting duly convened after notice to the members of the board of directors of that purpose, subject always to the power of the members to change any such action.~~

Section 2. These Bylaws may be altered, amended or repealed by a 2/3 vote of the members entitled to vote thereon at any regular or special meeting duly convened after notice to the members of that purpose.

ARTICLE XIII DISSOLUTION

Section 1. The Association shall use its funds only to accomplish the objectives and purposes specified by these Bylaws, and no part of said funds shall inure, or be distributed to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed, as determined by the board of directors, to one or more trade associations or business leagues as defined in Section 501(c)(6) of the Internal Revenue

Code of 1986, as amended, or to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the board of directors.

BY-LAWS of the Gases and Welding Distributors Association

Headquarters Office: 100 North 20th Street, 4th Floor, Philadelphia, PA 19103-1443

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ARTICLE I

NAME AND OFFICES

Section 1. The name of the organization shall be Gases and Welding Distributors Association.

Section 2. The registered office shall be located in Philadelphia, Commonwealth of Pennsylvania, or such other location in the Commonwealth as the Board of Directors may determine.

ARTICLE II

PURPOSES

Section 1. The purposes of the Association are to promote constructive cooperation among welding supply and gas distributors and their sources of supply and service as will advance their mutual interests; inspire the observance of high business methods as will make for efficient and profitable operation; encourage adherence to sound policies and practices; correct faulty procedures and eliminate commercial evils; all to the end that the welding supply distributors may retain their place as an essential and efficient service in the distribution of welding equipment, supplies and gases; and to engage in lawful activities for which not-for-profit organizations may be organized under the Pennsylvania Nonprofit Corporation Law, as amended.

ARTICLE III

MEMBERSHIP

Section 1. Members shall consist of four classes, Distributor, Supplier, Manufacturer's Representative and Senior.

Section 2. Any individual, partnership or corporation is eligible for Distributor Membership if it is engaged in retail distribution of gases, equipment or supplies for use in welding, industrial applications, health care or research. For purposes of this provision, "retail distribution" means sales to end-users.

Any individual, partnership or corporation is eligible for Supplier Membership if it is engaged in (1) manufacturing or wholesale distribution of gases, equipment or supplies for use in welding, industrial applications, health care or research, or (2) providing products or services to Distributor members. For purposes of this provision, "wholesale distribution" means sales of products intended for resale.

A Manufacturer's Representative may be a salaried employee, or an independent broker, working on commission, who represents more than one manufacturer's line of merchandise.

Any person who for at least ten years was employed by or actively connected with a company which was an Distributor or Supplier Member, during the last ten years of that employment or connection, shall be eligible for Senior Membership if he or she is a: (i) retired individual or (ii) no longer earns a living from the welding supply business.

Section 3. Distributor members shall be entitled to vote, hold office, and all of the other privileges of the Association; Supplier members shall be entitled to the privileges of the Association except for voting rights provided that one Supplier member shall be a voting member of the Board of Directors; Manufacturer's representatives shall be entitled to the privileges of the Association except those of voting rights and holding

office; and Senior members shall be entitled to the privileges of the Association except those of voting rights and holding office.

ARTICLE IV MEMBERSHIP DUES

Section 1. The annual dues for each member shall be determined by the Board of Directors. The Board of Directors may provide differing dues rates for the different classes of membership.

ARTICLE V MEETINGS OF MEMBERS

Section 1. All meetings of the members shall be held at such place as the Board of Directors may determine.

Section 2. An annual meeting of the members shall be held at such time and place as the Board of Directors may determine. During this meeting, Distributor members shall elect by a majority vote the following Officers: (i) President, (ii) President Elect, (iii) First Vice President, (iv) five Vice Presidents, and (v) a Supplier Vice President. The members shall also transact such other business as may properly be brought before the meeting.

Section 3. Special meetings of the members for any purpose may be called at any time by the President or by a majority of the Board of Directors

Section 4. Written notice of every meeting of the members, specifying the place, date, and hour and the general nature of the business of the meeting, shall be emailed or mailed at least five days prior to the annual meeting or at least ten (10) days prior to a special meeting

Section 5. Members may vote by proxy provided such proxy shall be executed in writing by the member or their duly authorized attorney-in-fact and is filed with the Executive Director of the Association prior to the opening hour of the meeting or at least ten (10) days prior to a special meeting. Members may vote by mail or email ballot provided such ballot shall be executed in writing by the member or their attorney-in-fact and is filed with the Executive Director of the Association prior to the stated deadline for filing such mail ballots as provided in the notice to members.

Section 6. Ten percent (10%) of the members entitled to vote, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the members for the transaction of business.

Section 7. When a quorum is present or represented at any meeting, the vote of a majority of those present in person or represented by proxy shall decide any question brought before such meeting

Section 8. Each Distributor Member Company shall at every meeting of the members be entitled to one vote in person or by proxy. Members may participate in a meeting of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Section 9. Any action which may be taken at a meeting of the members may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the members who would be entitled to vote at a meeting.

Section 10. Any matter upon which Members are required or entitled to vote, including changes in the Articles of Incorporation, the Bylaws or election of Directors or Officers, may be by ballot or by mail, including electronic mail.

ARTICLE VI DIRECTORS

Section 1. The Board of Directors of the Association shall consist of the following eleven members of the Association (i) President, (ii) President Elect, (iii) First Vice President, (iv) First Past President, (iv) Second Past

President, (vi) five Vice Presidents, and (vii) the Supplier Vice President. . The Board of Directors may, by a vote of not less than a majority of the Directors, increase or decrease the number of Directors, without a vote of the members provided that any decrease shall not eliminate any Director then in office.

Section 2. Vacancies and newly created Directorships resulting from the increase in Directors shall be filled by a majority of the remaining Directors, and each person so elected shall be a Director until a successor to their office is elected by the members.

Section 3. The business of the Association shall be managed by its Board of Directors which may exercise all such powers of the Association.

MEETINGS OF THE BOARD OF DIRECTORS

Section 4. A meeting of the Board of Directors shall be held in connection with the annual meeting of members.

Section 5. At least one other regular meeting of the Board of Directors shall be held each year.

Section 6. Special meetings of the Board may be called by the President, or upon written request of a majority of Directors on ten days' notice by mail, email or by telephone.

Section 7. A majority of the Directors shall be necessary to constitute a quorum for the transaction of business.

Section 8. Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Section 9. If all the Directors consent in writing to any action to be taken by the Association, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Board of Directors.

REMOVAL OF DIRECTORS

Section 10. The entire Board of Directors or any individual Director may be removed from office without assigning any cause at any meeting of the members by the vote of two-thirds of the members entitled to vote. In such a case, new Directors may be elected at the same meeting.

ARTICLE VII

RULES GOVERNING PROCEDURE

Section 1. The proceedings of the Association shall be subject to parliamentary procedure according to Roberts Rules of Order.

ARTICLE VIII

OFFICERS

Section 1. The Officers of the Association shall consist of a President, President Elect, First Vice President and an Executive Director.

Section 2. Each Officer, except the Executive Director, shall hold office for a term of one (1) year. The President, President-Elect and First Vice President may not serve two (2) consecutive terms.

Section 3. In the event an elected Officer leaves the member company where they were employed at the time of their election, such Officer shall submit a letter of resignation to the Board of Directors. The Board of Directors will determine by majority vote whether to accept the resignation or request the individual to serve the remainder of their term.

EXECUTIVE COMMITTEE

Section 4. There shall be an Executive Committee consisting of the President, President Elect, First Vice President, First Past President, and Second Past President. The Treasurer and the Executive Director shall serve as non-voting members of the Executive Committee. In between meetings of the Board of Directors, the Executive Committee shall have and may exercise all of the authority of the Board of Directors. The President of the Association shall act as Chairman.

THE PRESIDENT

Section 5. It shall be the duty of the President to preside at all meetings of the Association and Board of Directors, to call special meetings of the Association, to act as Convention Committee Chairperson, to perform such other executive duties as customarily pertain to the office of President, and to see that all orders and resolutions of the Board of Directors are carried into effect.

Section 6. The President may delegate to the Executive Director the authority to execute contracts and other documents legally binding the Association.

PRESIDENT-ELECT

Section 7. It shall be the duty of the President-Elect to act as Administrative Assistant to the President, and in the absence of the President, to preside in their stead.

FIRST VICE PRESIDENT

Section 8. It shall be the duty of the First Vice President in the absence of the President-Elect to act in their stead, and in the absence of both the President and the President-Elect, to act in the President's stead.

TREASURER

Section 9. The Treasurer shall be the Chief Financial Officer of the Association, and shall provide general oversight of the financial transactions of the Association. The Treasurer shall be responsible, along with the Executive Director, for presenting an annual budget to the Board of Directors and for overseeing the audit and financial reports of the Association.

EXECUTIVE DIRECTOR

Section 10. The Executive Director shall be responsible for the conduct of the general correspondence of the Association; shall act as or designate the Secretary of all committees, shall attend all regular and special meetings; shall account for all monies payable to the Association; shall disburse all funds and provide audited statements a minimum of one per fiscal year; and shall provide accounting compliance with **Article XI, Section 2** hereof.

LEADERSHIP DEVELOPMENT COMMITTEE

Section 11. The President shall appoint a Leadership Development Committee consisting of the President, First Past President, the Second Past President and four at-large members. The President shall endeavor to have each geographical district represented on the Leadership Development Committee. The First Past President shall be the chairman. The Leadership Development Committee shall nominate candidates for offices of President, President-Elect, First Vice President and five Vice Presidents and one Supplier Vice President. The slate of candidates shall be presented to the members at the annual meeting. .

ARTICLE IX

INDEMNIFICATION AND INSURANCE

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS

Section 1. The Association shall hold harmless and indemnify any person who was, is, or is threatened to be made a party to any legal proceeding by reason of the fact that he or she is or was a Director, Officer or member of a committee of the Association or any related entity, or is or was serving in any other capacity at the request of the Association, against expenses, (including attorneys' fees and costs), judgments, fines, and amounts paid in settlement, actually and reasonably incurred in connection with any such legal proceeding to the fullest extent permitted by the Pennsylvania Nonprofit Corporation Law, except for any action or failure to act determined in a court of law to constitute willful misconduct or recklessness.

INSURANCE

Section 2. The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, Officer, employee or agent of another corporation, 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 their status as such, whether or not the Association would have the power to indemnify him against such liability.

ARTICLE X

GENERAL PROVISIONS

FISCAL YEAR

Section 1. The fiscal year of the Association shall be fixed by resolution of the Board of Directors.

ARTICLE XI

AMENDMENTS

Section 1. These Bylaws may also be altered, amended or repealed by a two-thirds vote of the Board of Directors.

Section 2. These Bylaws may be altered, amended or repealed by a 2/3 vote of the members entitled to vote thereon at any regular or special meeting duly convened after notice to the members of that purpose.

ARTICLE XII

DISSOLUTION

Section 1. The Association shall use its funds only to accomplish the objectives and purposes specified by these Bylaws, and no part of said funds shall inure, or be distributed to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed, as determined by the Board of Directors, to one or more trade associations or business leagues as defined in Section 501(c) (6) of the Internal Revenue Code of 1986, as amended, or to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

Primary Revisions to GAWDA By-Laws

ARTICLE III – MEMBERSHIP

- Addition of Manufacturer’s Representative to Membership categories
- Membership application/resignation processes moved to Standing Rules
- Elimination of the five geographical districts

ARTICLE V – MEETINGS OF MEMBERS

- Five Vice Presidents not linked to geographical districts

ARTICLE VI - DIRECTORS

- Five Zone Directors and One Supplier Director eliminated from elected officers
- Board reduced from 17 to 11 members – President, President Elect, First Vice President, First Past President, Second Past President, 5 Vice Presidents and one Supplier Vice President
- Committee chairs are no longer members of the Board

ARTICLE IX - OFFICERS

- Detailed roles of Officers and Committees contained in Standing Rules
- Information on duties of Headquarters Office and Committees contained in Standing Rules

ARTICLE X – INDEMNIFICATION AND INSURANCE

- Limitations of Personal Liability contained in Standing Rules

ARTICLE XI – GENERAL PROVISIONS

- Annual Report of directors contained in Standing Rules