

STANDING RULES OF OPERATION

of the Gases and Welding Distributors Association

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

Revised August 14, 2007

The following Standing Rules of Operation have been adopted by the Board of Directors to supplement the By-Laws of the Association and to assist newly elected Officers, Directors, Regional Chairmen, and Regional Vice-Chairmen to understand their duties and responsibilities to the Gases and Welding Distributors Association.

SECTION 1 - MEMBERSHIP

- A. There shall be three (3) **classes of membership: Distributor; Supplier; and Senior.**
 - B. 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.
 - C. 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.
 - D. Any person who for at least ten (10) years was employed by or actively connected with a company which was a Distributor or Supplier Member during at least ten (10) years of that employment or connection shall be eligible for **Senior Membership.**
 - E. If an applicant for membership is engaged in both retail and wholesale distribution, the appropriate membership classification shall be determined 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 products that it manufactured, even to end users, shall be classified as an Supplier member.
 - F. The membership dues of Distributor Members shall be based on the gross revenue of the business.
 - G. The membership dues of Supplier Members shall be based on the gross revenues from sales to the industrial, medical and specialty gases and welding supply industry worldwide.
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SECTION 2 - PRESIDENT

Bylaw Provisions: Article IX, Section 6 of the GAWDA Bylaws requires the President to preside at all meetings of the Association; to call special meetings of the Association, and to perform such executive duties as customarily pertain to the office of the President.

Letter to Members Acknowledging Election to Presidency: Shortly following his election, it is customary for the President to issue a letter acknowledging his election to the Presidency.

New Members: The Headquarters Office is expected to write all newly enrolled Members, officially welcoming them as a member of GAWDA, with a copy to the President.

Resigners: The Headquarters Office is requested to write all Members who advise that they are planning to tender their resignation from GAWDA. In this connection, the President shall be advised pending resignations by a copy of a letter written by the Headquarters Office to the Chairman of the Membership Committee.

Management Conferences: 1. While the responsibility for the Programming of the Management Conferences is charged to the Zone Vice-Presidents and Zone Directors, the President should maintain contact with the Zone Vice-Presidents and

Zone Directors regarding the plans and arrangements for their meetings, and be available to offer such advice and guidance as may be requested.

2. It is customary for the President to deliver a 15-20 minute address at each Management Conference.
3. In the event of the incapacity of a Zone Vice-President and Zone Director, it shall be the responsibility of the President, President-Elect or First Vice President to preside in his stead. All Agenda must be approved by legal counsel.

Annual and Mid-Year Meetings of Officers, Board of Directors and Executive Committee: The President shall be responsible for developing the Program for the Annual and Mid-Year Meetings of the Officers, Board of Directors, and Executive Committee and shall preside at these meetings. The Annual Board Meeting is customarily held the day preceding the opening of the Annual Convention.

Convention Committee Chairman Duties: The President shall be the Convention Committee Chairman who, working with the Convention Committee, shall supervise the Headquarters Office which is responsible for implementing the programs and arrangements for the Annual Convention.

Expenses: The President will be allowed \$3,500 annually to assist in defraying expenses in connection with conducting his duties. In addition, his round-trip transportation (coach), hotel and other Association-related expenses will be allowed for attending Planning Meetings, Mid-Year Board Meetings, all Management Conferences, Annual Conventions and any other Association-related meetings that require his attendance. His spouse will be allowed round-trip transportation (coach) and other Association-related expenses for all Management Conferences and the Annual Convention.

Periodic Reports: The Convention Committee Chairman shall issue a report at the Mid-Year and Annual Board Meeting on the progress of the Committee.

SECTION 3 - PRESIDENT-ELECT

Bylaw Provisions: Article IX, Section 8 of the GAWDA Bylaws requires the President-Elect to act as Membership Chairman and to act as Administrative Assistant to the President; and in the absence of the President, to preside in his stead.

Planning Conference: At least three months prior to the Annual Convention, the President-Elect shall confer with the First Vice President and Headquarters Staff to make tentative plans for next year's activities, including Management Conference Programs and tentative Committee appointments.

New Members: The Headquarters Office is expected to write all newly enrolled Members, officially welcoming them as members of GAWDA, with a copy to the President-Elect.

Resigners: The Headquarters Office is requested to write all members who advise that they are planning to tender their resignation from GAWDA. In this connection, the President-Elect shall be advised of pending resignations directly from the Headquarters Office who will send copies of the letter to the President, the First Vice President, Zone Vice-President and Zone Director.

Expenses: The President-Elect will be allowed his round-trip transportation (coach), hotel and other Association-related expenses for attending Planning Meetings, Mid-Year Board Meetings, all Management Conferences, Annual Conventions and any other Association-related Meetings that require his attendance. His spouse will be allowed round-trip transportation (coach) and other Association-related expenses for all Management Conferences and the Annual Convention.

Membership Committee Chairman Duties: The Membership Chairman shall write each Committee Member at least two times during the year, asking for written reports on the progress of membership in their respective areas. All information on new prospective members will be forwarded to the Headquarters Office.

Periodic Reports: The Membership Chairman shall issue a report at the Mid-Year and Annual Board Meeting on the progress of the Membership Committee.

SECTION 4 – FIRST VICE PRESIDENT

Bylaw Provisions: Article IX, Section 9 of the GAWDA Bylaws requires 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 the both the President and the President Elect, to act in the President's stead.

New Members. The Headquarters Office is expected to write all newly-enrolled Members, officially welcoming them as Members of GAWDA, with a copy to the First Vice President.

Resigners: The Headquarters Office is requested to write all Members who advise that they are considering resigning from GAWDA. In this connection, the First Vice President shall be advised of pending resignations directly from the Headquarters Office, who will send copies of the letter to the President, President-Elect, Zone Vice President and Zone Director.

Regional Meetings:

1. It is the responsibility of the First Vice President to coordinate the strengthening and expansion of regional meetings in concept and execution.
2. The First Vice President should coordinate and supervise activities such as a special Regional Meeting Manual, standardizing regions by market areas and other activities to strengthen and expand regional meetings.
3. While the responsibility for regional meetings is charged to the Regional Chairmen, and Regional Vice-Chairmen, the First Vice President shall work through the Zone Vice-President regarding the plans and arrangements for regional meetings, and be available to offer such advice and guidance as he deems appropriate.

Expenses: The First Vice President is allocated his round-trip transportation (coach) and hotel expenses, and current designated per diem for attending Planning Meetings, Mid-Year Board Meetings, and any other Association-related meetings that requires his attendance. His spouse will be allowed round-trip transportation (coach) and other Association-related expenses for all Management Conferences and the Annual Convention.

Membership Committee Vice-Chairman Duties: The Membership Committee Vice-Chairman shall serve a supporting role to the Chairman in the promotion of Membership Growth.

SECTION 5 -- ZONE VICE-PRESIDENTS

Bylaw Provisions: Article VI Section 1 of the Bylaws sets forth the composition of the Board of Directors of the Association and calls for a Zone Vice-President from each of the five geographical zones.

Geographic Areas under Jurisdiction of Vice-Presidents:

Eastern Zone, comprising the States of: Maine, Vermont, New Hampshire, New York, Massachusetts, Connecticut, Rhode Island, Pennsylvania, New Jersey, Delaware, Maryland, and the District of Columbia.

Central Zone, comprising the States of: Ohio, Michigan, Indiana, Illinois, Minnesota, Wisconsin, Iowa, North Dakota, South Dakota, and Nebraska.

Western Zone, comprising the States of: Colorado, Washington, Oregon, Idaho, Montana, Wyoming, Nevada, Utah, Arizona, California, Hawaii and Alaska.

Southeastern Zone, comprising the States of: West Virginia, Virginia, North Carolina, South Carolina, Kentucky, Tennessee, Mississippi, Alabama, Georgia and Florida.

Southwestern Zone, comprising the States of: New Mexico, Texas, Oklahoma, Kansas, Arkansas, Louisiana and Missouri.

(Any territorial possessions outside the boundaries of the continental United States shall be a part of the Zone nearest to them.)

Regional Chairmen: Each Zone Vice-President shall select a Regional Chairman and Regional Vice Chairman for each Region in his Zone and secure acceptances as promptly as possible following the Annual Convention. (Duties of Regional Chairmen and Regional Vice Chairmen are listed in Section 8.) Acceptances are to be presented to the Headquarters Office at the time of the Planning Conference. Regions will be defined in a separate section.

Management Conferences:

1. The development of plans and the Program for each Management Conference is the responsibility of the Zone Vice-President. Each Conference shall be operated on a budget and it has been customary that each meeting shall operate at the break-even status.

2. Customarily, the general format for Management Conference is developed at the Planning Conference. Therefore, Zone Vice-Presidents should come to the Planning Conference prepared to offer suggestions regarding subjects and problems that are felt to be timely and which should be discussed at the meetings.
3. A Zone Vice-President shall preside at each Management Conference. He should consult with the Regional Chairmen and Regional Vice-Chairmen in advance of the meetings and have these men assist him; i.e., serve as Official Host, assist with seating, welcome new members, disseminate material, etc.
4. Zone Vice-Presidents shall supervise the activities of the Regional Chairmen and Regional Vice-Chairmen during the six to eight week period in advance of the Management Conference to encourage manufacturers to "talk-up" attendance at the meeting and solicit new members.

Resigners: Each Zone Vice-President is requested to write all members from his Zone who advise that they are planning to tender their resignation from GAWDA. In this connection, the Zone Vice President shall be advised of pending resignations by copy of a letter written by the Headquarters Office to the Chairman of the Membership Committee.

New Members: The Headquarters Office is expected to write all newly enrolled Members, officially welcoming them as a member of GAWDA with a copy to the Zone Vice President.

Promote Membership: The Zone Vice-President will act as a coach to the Zone Director. It will be his/her responsibility to keep up to date on the progress of the current Membership Campaign, and participate accordingly to make it a success.

Expenses: Each Zone Vice-President is allocated his round-trip transportation (coach) and hotel expenses, and current designated per diem will be allowed for attending Planning Meetings and the Mid-Year Board Meeting.

SECTION 6 - ZONE DIRECTORS

Bylaw Provisions: Article VI Section 1 of the Bylaws sets forth the composition of the Board of Directors of the Association and calls for a Zone Director from each of the five geographical zones.

Meetings: The Zone Directors are required to attend the Mid-Year and Annual Meeting of the Board of Directors, and any special meetings of the Board which might be called by the President.

Management Conferences and Convention: The Zone Directors shall assist and support the Zone Vice-Presidents in the planning and presentation of the Management Conferences. The Zone Directors shall assist the Zone Vice-President in stimulating attendance of Members and Prospective Members at Management Conferences and Annual Conventions.

Membership: The Zone Director's major area of responsibility will be to promote membership in the association. As part of this responsibility, he/she will:

- 1) Work closely with the membership chairman on the annual campaign.
- 2) Coordinate the membership effort within his/her Zone.
- 3) Continually review and update the prospective member list.
- 4) Enlist the support of the regional chairmen within the Zone to help promote membership.
- 5) Update the Board of Directors with a report at the Annual Convention and Mid-Year Board meeting.
- 6) Maintain a supply of Membership Applications and GAWDA literature in order to assist with Membership Activities in the Director's Zone.

Regional Meetings: With the approval of the First Vice President and the Zone Vice-President, Zone Directors, along with the Regional Chairmen, and Regional Vice-Chairmen are encouraged to create interest in and to hold Regional Meetings of Members and Prospective Members in their regions, including business meetings, social get-together, golf outings, etc. All agendas and contracts must be approved by the Executive Director and General Counsel.

Welding & Gases Today and GAWDA Connection Information. Zone Directors, as well as other GAWDA Officers, are requested to supply to the Editor of *Welding & Gases Today* and *GAWDA Connection* all pertinent news with reference to the Industry. Please include pictures wherever possible.

Expenses: Zone Directors will be allowed round-trip transportation (coach) and hotel expenses, and current designated per diem for attending the Mid-Year Board Meeting and any other Special or Call Meetings.

SECTION 7 - EXECUTIVE COMMITTEE

The Executive Committee shall meet prior to the Mid-Year and Annual Meetings of the Board of Directors and at such other times as may be necessary to carry out their duties as provided by Article IX Section 13 of the Bylaws and other duties assigned to them by the Board of Directors.

Expenses: Executive Committee Members will be allowed round-trip transportation (coach) and hotel expenses, and current designated per diem for attending the Mid-Year Board Meeting and any other Special or Call Meetings.

SECTION 8 - REGIONAL CHAIRMEN AND REGIONAL VICE-CHAIRMEN

Encourage Management Conference and Convention Attendance: The primary responsibility of the Regional Chairman is to encourage maximum attendance at Management Conference and the Annual Convention by Members and Prospective Members throughout his region. Successful regional meeting help achieve this goal.

The position of Regional Vice-Chairman, while not required to be filled, was created to encourage the Management development process by serving as an understudy and support resource to the Regional Chairman in the planning of the Regional Meetings and to assist in the overall duties of the Regional Chairman.

Review Prospective Member List: Shortly after his acceptance, the Regional Chairman will receive a list containing the names of Prospective Members in his region. He is requested to promptly review this and notify the Headquarters Office of companies that are no longer in business, address changes, and particularly, the addition of any new distributors.

Maintain Supply of Applications Literature: Shortly following acceptance, the Regional Chairman will be supplied with the quantity of Membership Applications and Literature detailing GAWDA activities and services. Should this supply be depleted, the Regional Chairman should request additional quantities from the Headquarters Office.

Membership Solicitations: In cooperation with the Zone Vice-President, the Regional Chairmen are encouraged to do everything in their power to expand the Membership in their Zones.

Welding & Gases Today and GAWDA Connection Information. Regional Chairmen, as well as other GAWDA Officers, are requested to supply to the Editor of *Welding & Gases Today* and *GAWDA Connection* all pertinent news with reference to the Industry.

Regional Meetings: In an effort to give these meetings the importance and recognition they deserve, coordinated by the First Vice President, the Zone Vice-President will work through the Regional Chairmen and Regional Vice-Chairmen to strengthen and expand the conception and execution of the regional meetings. Chairmen are urged to forward a recap and photos of the respective meetings to the Headquarters Office for publication in *Welding & Gases Today* and *GAWDA Connection*. All agendas and contracts must be approved by the Executive Director and General Counsel.

SECTION 9 - COMMITTEES

Committee Chairmen, **who are appointed by the President**, will assume Distributor responsibility for their Committee immediately following the Annual Convention.

Committee Functions:

Planning Committee - The purpose of this Committee is to plan the coming year's Management Conference programs, review plans for regional activities within the Zones, review Membership promotion plans and discuss such other matters as may be designated by the President. The President-Elect shall serve as Chairman of this Committee.

Convention Committee - The purpose of this Committee is to select a theme and develop the program for the Annual Convention. The Chairperson for the Ladies' Committee normally will be the spouse of the President.

Government Affairs Committee - The purpose of this Committee shall be twofold - (1) to create an awareness among Members, to educate our Membership, and to expose Members to the true facts and figures regarding the operation of our Government, Free Enterprise and the Open Market; and (2) to motivate each Member to become a part of a viable action group and show Members how they might become involved in this action.

Human Resources Committee - This Committee will function as a dynamic forum for interactive communication with the association at large. This forum will be sustained by a group of committee members who are reflective of the diversity within GAWDA. This forum will enhance the business viability of the general membership by providing timely, credible, and functional information on all appropriate Human Resource issues. The Committee views Training as a vital subset of an effective Human Resource Program

Industry Partnering Committee - It is the purpose of this Committee to provide proactive forum for manufacturers and distributors dedicated to the continual improvement of the welding supply/equipment and gas distribution industry. Our purpose is to communicate to our membership ideas regarding operational, marketing and systems approaches to improve the quality of service to our customer base and to serve as a vehicle to facilitate communication and understanding between manufacturer and the distributor, leading to improved profitability to both parties.

Leadership Development Committee - The purpose of this Committee is to present to the Annual Convention a slate of Officers in accordance with the Bylaws of the Association. (See Article IX Section 14).

Management Information Committee - The purpose of this Committee is to develop and promote modern Management information and techniques.

Membership Committee - The primary duty of this Committee is to interest qualified Distributors and Suppliers in the activities of the Association and to encourage their enrollment.

Safety Committee - The purpose of this Committee is to promote safe practices and provide information leading to an increased awareness of overall concepts of safety. This Committee shall conduct liaison with other Industry-related associations as pertains to safety and technical matters; i.e., Compressed Gas Association, American Welding Society, etc.

Expenses: The aforementioned Committees receive annual appropriations from the Board of Directors. The Committee Chairmen should consult the Officers and Headquarters Office to determine the amount of such appropriations. When expenses are incurred, they should be reported to the Headquarters Office on the Official GAWDA Expense Form so that reimbursement may be made promptly. Committee Chairmen and committee members are allowed round-trip transportation (coach) and hotel expenses, and the currently designated per diem for attending Committee Meetings.

Committee Meetings: Committee Meetings are historically held following the Annual Convention with the thought in mind of reviewing past activities and planning new ones for the next twelve months.

Committee Chairmen shall call other meetings whenever necessary for the proper functioning of the committee. This advice should be sent to the Headquarters Office so that an announcement may be sent to all Members of the Committee.

Committee Vice Chairmen: To the Safety, Management Information, Membership, Industry Partnering and Human Resources Committees, an Supplier member shall be appointed Vice Chairman.

Prepare Reports: In connection with the Annual and Mid-Year Meetings of the Officers, Board of Directors and Executive Committee, it will be necessary for all Committee Chairmen to prepare written progress reports on the activities and accomplishments of their Committees. These reports should be submitted to the Headquarters Office at least three weeks before the Meeting of Officers.

SECTION 10 - GAWDA INSURANCE TRUSTEES

The purpose of the GAWDA Insurance Trust is to supervise and direct a Group Insurance Program established to offer comprehensive insurance coverage at the lowest possible cost.

The Insurance Trustees shall make nominations to fill any Trustee vacancy. A Trustee may serve only one full term of five years in addition to his completion of a term for which he was a substitute Trustee.

SECTION 11 - LEADERSHIP DEVELOPMENT COMMITTEE OBJECTIVE:

The Leadership Development Committee shall be appointed by the President according to Article IX Section 14 of the Bylaws.

Meetings: The Leadership Development Committee shall hold two meetings each year. The first meeting shall be held in conjunction with the Mid-Year Board of Directors Meeting.

- The second meeting shall be held in conjunction with the Annual Board of Directors Meeting, immediately following that meeting. Alternates may attend the Leadership Development Committee Meeting by appointment of the President.
- The Chairman of the Leadership Development Committee and all Members of the Leadership Development Committee are expected to attend this meeting.

Duties of the Chairman: The Chairman of the Leadership Development Committee shall direct the members of the committee to seek qualified Candidates for various offices of the Association. The First Past President shall preside over the Leadership Development Committee Meetings. In his absence, the Second Past President shall preside.

Duties of the Committee: The slate of nominees selected by the Leadership Development Committee shall be presented to the general Membership during the first business session at the Annual Convention by the Chairman of the Leadership Development Committee.

Qualifications for Officers:

President - Shall be a Distributor Member and recommended to have served as Zone Vice-President.

President-Elect - Shall be a Distributor Member and recommended to have served as Zone Vice-President.

First Vice President – Shall be a Distributor Members and recommended to have served as Zone Vice President.

Zone Vice-President – Recommended to have served as Zone Director,

Zone Director - Shall be known to and be recommended by the Leadership Development Committee.

Procedures: At the first meeting of the Leadership Development Committee, the Committee shall review the candidates for nomination

The Committee will consider a:

Nominee for the Office of President

Nominee for the Office of President-Elect

Nominee for the Office of First Vice President

Nominees for the Zone Vice Presidents

Nominees for the Zone Directors

Nominee for Supplier Vice President

Nominee for Supplier Director

In **considering a nominee** to the Office of First Vice President, the Committee shall select a minimum of three and a maximum of seven potential candidates, in the order of priority of choice. The Chairman shall immediately write or call the first choice for candidate and advise him he is being considered for the office of First Vice President and ask for a commitment in writing that the potential nominee will serve, if nominated and elected. If such a commitment is given, that person shall be the candidate; if not given, the Chairman shall contact the second choice and request the same commitment, and this procedure shall continue until such a commitment is obtained and the candidate for First Vice President so selected.

The Chairman, or another officer at his request, shall write or call all potential candidates for other offices, asking for a commitment in writing to serve, if nominated and elected.

At the second meeting of the Leadership Development Committee, the Committee shall review the observations and comments and select nominees for the Office of Zone Vice-President and Zone Director for each Zone, and Supplier Vice President and Supplier Director, for each office to be filled.

The Committee shall also select a

Nominee for the Office of President

Nominee for the Office of President-Elect

Nominee for the Office of First Vice President

Immediately following this meeting, the Chairman, or his designee, shall contact the nominees for the Offices of President, President-Elect, First Vice President, Zone Vice President and Zone Director, and Supplier Vice President and Supplier Director, and advise them that they have been nominated to their respective Offices.

- If a Member of the Leadership Development Committee is proposed for any position, he shall be excused from this meeting during the discussion of the nomination for the Office for which he is proposed.
 - If a Member of the Leadership Development Committee is proposed for the Office of President, President-Elect, or First Vice President, the Member shall resign from the Leadership Development Committee and the President shall appoint a replacement to serve in his stead.
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SECTION 12 - OFFICERS RESPONSIBILITIES

It shall be the duty and responsibility of all Officers, Directors, Committee Chairmen and Committee Members, immediately upon election or appointment, to familiarize themselves with the duties of the Office to which they have been elected or appointment, and to carry out those duties to the best of their ability.

SECTION 13 - HEADQUARTERS OFFICE

The Headquarters Office is responsible to the President and the Board of Directors for carrying out all Association activities and programming in accordance with policies established by the Board of Directors.

Primary Duty:

- a. Administration and operation of a Management which exemplifies good-will and willingness to assist Distributor and Supplier Members.
 - b. Management and supervision of all staff personnel with emphasis on service to members and development of staff talents.
 - c. Responsibility for internal and external communications which best relay the message of the organization.
 - d. Responsibility for the development and supervision of membership promotion activity.
 - e. Responsibility for editing and issuance of the Association publications that respond to the interests of the membership.
 - f. Responsibility for assisting in the development of the annual series of Management Conferences. Full responsibility for implementing and conducting the Conferences.
 - g. Responsibility for implementing the programs and arrangements for an Annual Convention which is in keeping with the broad objectives of GAWDA and includes educational programs, contact booth program, and entertainment appropriately balanced.
 - h. Responsibility for total financial Management including financial reports, development of an annual budget which is prudently reviewed and reflects sound business management.
 - i. Responsibility for planning and coordinating all Board of Directors' Meetings.
 - j. Responsibility for working closely with the Board of Directors and Standing Committees to establish Committee responsibilities and Association projects which are beneficial to the development of GAWDA.
 - k. Responsibility for coordinating the services of the auditor and legal counsel.
 - l. Responsibility for working with the officers to develop programs to attract new members and retain existing members.
 - m. Such duties as may be required from time to time.
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SECTION 14 - UTILIZATION OF LEGAL COUNSEL BY STAFF AND OFFICERS

Association counsel provides legal advice and guidance, generally and particularly in the antitrust area, a sensitive one for trade associations. Counsel acts as both an auditor and advisor.

As an Auditor:

- Counsel will review Minutes of the Board and all Committees.

- General Counsel will review all Regional Meeting Agendas and Contracts.
- Counsel must receive preliminary outline, theme, titles and copies of all Management Conference speeches as developed.
- Counsel must be on the mailing list for all mailings to Members, to the Board and to Committees.

As an Advisor:

- Counsel will see that GAWDA's activities are in conformity with law. This will include, but is not limited to, the compliance with technical requirements as well as avoiding antitrust pitfalls; e.g., Revisions of Bylaws; Modification of or Revision to the Insurance Trust Agreement, etc.
- Counsel will bring to the attention of the Association any and all recent statute decisions, or events which occur that impact on the Association or its Members.
- Association counsel will audit and advise on all matters that require special attention including, but not limited to:
 - Inquiries from regulatory agencies. Matters involving Membership Qualifications or Procedures. Bylaw changes. Special meetings.
- Sensitive Committees; e.g., Industry Partnering.

SECTION 15

Only Distributor and Supplier Members may be invited to attend meetings at any level, except a distributor or supplier eligible for membership may be invited to attend a meeting as a prospective member.

SECTION 16 - AMENDMENTS

These Standing Rules of Operation may be amended by a majority vote of the Board of Directors at any duly constituted meeting, provided that written notice has been given to the Members of the Board two weeks prior to such meeting.

Any procedures not covered in these Standing Rules shall be governed by Robert's Rules of Order.

SECTION 17 – EXPENSE REIMBURSEMENT POLICY

GAWDA will reimburse expenses as follows:

Transportation expenses, including coach airfare, ground transportation to and from the airport or the meeting site. NOTE: Personal auto use will be reimbursed at the mileage rate allowed by the Internal Revenue Service. OFFICERS: Management will arrange your airport transfers between the airport and the host hotel, as required.

Hotel. GAWDA will reimburse 2 nights hotel for a 1-day meeting, 3 nights for a 2-day meeting, etc. at the GAWDA-negotiated basic room rate plus tax, and other fixed hotel charges. OFFICERS: Management will arrange your hotel accommodations and include the room charges (exclusive of incidentals) on the Master Account. For the Spring Management Conferences and the Annual Convention, the President will be booked into a Suite, and the President-Elect will be located near the President. OTHERS: You should make your hotel reservation, and submit the hotel bill with your Travel Reimbursement form.

Per Diem Allowance. All but the President and President-Elect will receive up to the Per Diem Allowance to cover actual incidental expenses, including meals, phone, etc. PRESIDENT and PRESIDENT-ELECT: You will be reimbursed the actual cost of your eligible incidental expenses.

President's Fund. The President's Fund (up to \$3,500) is available to reimburse the GAWDA President for actual additional expenses he or she incurs to fulfill the duties of the office, e.g., gifts, speechwriter, etc.

Zone VP's and Directors. Zone VP's and Directors are expected to attend the SMC in their Zone. Therefore, for Zone leaders attending a Mid-Year Board Meeting in their Zone, GAWDA will not reimburse travel expenses, but will reimburse for one day of eligible hotel and per diem expenses.

Spring Management Conference Registration. The President and President-Elect shall receive complimentary registration to the Spring Management Conferences.

STANDING RULES OF OPERATION 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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- B. ~~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.~~
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- D. ~~Any person who for at least ten (10) years was employed by or actively connected with a company which was a Distributor or Supplier Member during at least ten (10) years of that employment or connection shall be eligible for **Senior Membership**.~~
- E. If an applicant for membership is engaged in both retail and wholesale distribution, the appropriate membership classification shall be determined 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 products that it manufactured, even to end users, shall be classified as ~~an~~ Supplier member.
- F. The membership dues of Distributor Members shall be based on the gross revenue of the business.
- G. The membership dues of Supplier Members shall be based on the gross revenues from sales to the industrial, medical and specialty gases and welding supply industry worldwide.

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 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.

SECTION 2 - PRESIDENT

~~**Bylaw Provisions:** Article IX, Section 6 of the GAWDA Bylaws requires the President to preside at all meetings of the Association; to call special meetings of the Association, and to perform such executive duties as customarily pertain to the office of the President.~~

~~**Letter to Members Acknowledging Election to Presidency:** Shortly following his election, it is customary for the President to issue a letter acknowledging his election to the Presidency.~~

~~**New Members:** The Headquarters Office is expected to write all newly enrolled Members, officially welcoming them as a member of GAWDA, with a copy to the President.~~

~~**Resigners:** The Headquarters Office is requested to write all Members who advise that they are planning to tender their resignation from GAWDA. In this connection, the President shall be advised pending resignations by a copy of a letter written by the Headquarters Office to the Chairman of the Membership Committee.~~

~~**Management Conferences: 1.** While the responsibility for the Programming of the Management Conferences is charged to the Zone Vice Presidents and Zone Directors, the President should maintain contact with the Zone Vice Presidents and Zone Directors regarding the plans and arrangements for their meetings, and be available to offer such advice and guidance as may be requested.~~

~~2. It is customary for the President to deliver a 15-20 minute address at each Management Conference.~~

~~3. In the event of the incapacity of a Zone Vice President and Zone Director, it shall be the responsibility of the President, President Elect or First Vice President to preside in his stead. All Agenda must be approved by legal counsel.~~

~~**Annual and Mid-Year Meetings of Officers, Board of Directors and Executive Committee:** The President shall be responsible for developing the Program for conference calls, the Annual and Mid-Year Meetings of the Officers, Board of Directors, and Executive Committee and shall preside at these meetings. The Annual Board Meeting is customarily held the day preceding the opening of the Annual Convention.~~

~~**Convention Committee Chairman Duties:** The President shall be the Convention Committee Chairman who, working with the Convention Committee, shall supervise the Headquarters Office which is responsible for implementing the programs and arrangements for the Annual Convention.~~

~~**Expenses:** The President will be allowed \$3,500 annually to assist in defraying expenses in connection with conducting his duties. In addition, his round-trip transportation (coach), hotel and other Association-related expenses will be allowed for attending Planning Meetings, Mid-Year Board Meetings, all Management Conferences, Annual Conventions and any other Association-related meetings that require his attendance. His spouse will be allowed round-trip transportation (coach) and other Association-related expenses for all Management Conferences and the Annual Convention.~~

~~**Periodic Reports:** The Convention Committee Chairman shall issue a report at the Mid-Year and Annual Board Meeting on the progress of the Committee.~~

SECTION 3 - PRESIDENT-ELECT

~~**Bylaw Provisions:** Article IX, Section 8 of the GAWDA Bylaws requires ~~the President-Elect to act as Membership Chairman and to act as Administrative Assistant to the President; and in the absence of the President, to preside in his stead.~~~~

~~**Planning Conference:** At least ~~one year~~ three months prior to the Annual Convention, the President-Elect shall confer with the ~~First Vice President and Headquarters Staff~~ to make tentative plans for next year's activities, including Management Conference and Annual Convention Programs and tentative Committee appointments.~~

~~**New Members:** The Headquarters Office is expected to write all newly enrolled Members, officially welcoming them as members of GAWDA, with a copy to the President Elect.~~

~~**Resigners:** The Headquarters Office is requested to write all members who advise that they are planning to tender their resignation from GAWDA. In this connection, the President-Elect shall be advised of pending resignations directly from the Headquarters Office who will send copies of the letter to the President, the First Vice President, Zone Vice President and Zone Director.~~

~~**Expenses:** The President-Elect will be allowed his round-trip transportation (coach), hotel and other Association-related expenses for attending Planning Meetings, Mid-Year Board Meetings, all Management Conferences, Annual Conventions and any other Association-related Meetings that require his attendance. His spouse will be allowed round-trip transportation (coach) and other Association-related expenses for all Management Conferences and the Annual Convention.~~

~~**Membership Committee Chairman Duties:** The Membership Chairman shall write each Committee Member at least two times during the year, asking for written reports on the progress of membership in their respective areas. All information on new prospective members will be forwarded to the Headquarters Office.~~

~~**Periodic Reports:** The Membership Chairman shall issue a report at the Mid-Year and Annual Board Meeting on the progress of the Membership Committee.~~

SECTION 4 – FIRST VICE PRESIDENT

~~**Bylaw Provisions:** Article IX, Section 9 of the GAWDA Bylaws requires 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 the both the President and the President Elect, to act in the President's stead.~~

~~**New Members:** The Headquarters Office is expected to write all newly enrolled Members, officially welcoming them as Members of GAWDA, with a copy to the First Vice President.~~

~~**Resigners:** The Headquarters Office is requested to write all Members who advise that they are considering resigning from GAWDA. In this connection, the First Vice President shall be advised of pending resignations directly from the Headquarters Office, who will send copies of the letter to the President, President Elect, Zone Vice President and Zone Director.~~

Regional Meetings:

1. It is the responsibility of the First Vice President to coordinate the strengthening and expansion of regional meetings in concept and execution.
2. The First Vice President should coordinate and supervise activities such as a special Regional Meeting Manual, standardizing regions by market areas and other activities to strengthen and expand regional meetings.

3. While the responsibility for regional meetings is charged to the Regional Chairmen, and Regional Vice-Chairmen, the First Vice President shall work through the Zone Vice-President regarding the plans and arrangements for regional meetings, and be available to offer such advice and guidance as he deems appropriate.

~~Expenses: The First Vice President is allocated his round-trip transportation (coach) and hotel expenses, and current designated per diem for attending Planning Meetings, Mid-Year Board Meetings, and any other Association-related meetings that requires his attendance. His spouse will be allowed round-trip transportation (coach) and other Association-related expenses for all Management Conferences and the Annual Convention.~~

~~Membership Committee Vice-Chairman Duties: The First Vice President will serve as the Membership Committee Vice-Chairman and shall have serve a supporting role to the Chairman in the promotion of mMembership gGrowth.~~

SECTION 5 -- ZONE VICE-PRESIDENTS

~~Bylaw Provisions: Article VI Section 1 of the Bylaws sets forth the composition of the Board of Directors of the Association and calls for a Zone Vice President from each of the five geographical zones.~~

~~Geographic Areas under Jurisdiction of Vice Presidents:~~

~~The Leadership Development Committee will endeavor to nominate five distributor Vice Presidents who broadly represent the membership across the country.~~

~~Eastern Zone, comprising the States of: Maine, Vermont, New Hampshire, New York, Massachusetts, Connecticut, Rhode Island, Pennsylvania, New Jersey, Delaware, Maryland, and the District of Columbia.~~

~~Central Zone, comprising the States of: Ohio, Michigan, Indiana, Illinois, Minnesota, Wisconsin, Iowa, North Dakota, South Dakota, and Nebraska.~~

~~Western Zone, comprising the States of: Colorado, Washington, Oregon, Idaho, Montana, Wyoming, Nevada, Utah, Arizona, California, Hawaii and Alaska.~~

~~Southeastern Zone, comprising the States of: West Virginia, Virginia, North Carolina, South Carolina, Kentucky, Tennessee, Mississippi, Alabama, Georgia and Florida.~~

~~Southwestern Zone, comprising the States of: New Mexico, Texas, Oklahoma, Kansas, Arkansas, Louisiana and Missouri.~~

~~(Any territorial possessions outside the boundaries of the continental United States shall be a part of the Zone nearest to them.)~~

~~Regional Chairmen: Each Zone Vice President shall select a Regional Chairman and Regional Vice Chairman for each Region in his Zone and secure acceptances as promptly as possible following the Annual Convention. (Duties of Regional Chairmen and Regional Vice Chairmen are listed in Section 8.) Acceptances are to be presented to the Headquarters Office at the time of the Planning Conference. Regions will be defined in a separate section.~~

~~Management Conferences:~~

~~1. The development of plans and the Program for each Management Conference is the responsibility of the Zone Vice President. Each Conference shall be operated on a budget and it has been customary that each meeting shall operate at the break-even status.~~

~~2. Customarily, the general format for Management Conference is developed at the Planning Conference. Therefore, Zone Vice Presidents should come to the Planning Conference prepared to offer suggestions regarding subjects and problems that are felt to be timely and which should be discussed at the meetings.~~

~~3. A Zone Vice President shall preside at each Management Conference. He should consult with the Regional Chairmen and Regional Vice Chairmen in advance of the meetings and have these men assist him; i.e., serve as Official Host, assist with seating, welcome new members, disseminate material, etc.~~

~~4. Zone Vice Presidents shall supervise the activities of the Regional Chairmen and Regional Vice Chairmen during the six to eight week period in advance of the Management Conference to encourage manufacturers to "talk-up" attendance at the meeting and solicit new members.~~

~~Resigners: Each Zone Vice President is requested to write all members from his Zone who advise that they are planning to tender their resignation from GAWDA. In this connection, the Zone Vice President shall be advised of pending resignations by copy of a letter written by the Headquarters Office to the Chairman of the Membership Committee.~~

~~**New Members:** The Headquarters Office is expected to write all newly enrolled Members, officially welcoming them as a member of GAWDA with a copy to the Zone Vice President.~~

~~**Promote Membership:** The Zone Vice President will act as a coach to the Zone Director. It will be his/her responsibility to keep up to date on the progress of the current Membership Campaign, and participate accordingly to make it a success.~~

~~**Expenses:** Each Zone Vice President is allocated his round trip transportation (coach) and hotel expenses, and current designated per diem will be allowed for attending Planning Meetings and the Mid-Year Board Meeting.~~

SECTION 6 – ZONE DIRECTORS

~~**Bylaw Provisions:** Article VI Section 1 of the Bylaws sets forth the composition of the Board of Directors of the Association and calls for a Zone Director from each of the five geographical zones.~~

~~**Meetings:** The Zone Directors are required to attend the Mid-Year and Annual Meeting of the Board of Directors, and any special meetings of the Board which might be called by the President.~~

~~**Management Conferences and Convention:** The Zone Directors shall assist and support the Zone Vice Presidents in the planning and presentation of the Management Conferences. The Zone Directors shall assist the Zone Vice President in stimulating attendance of Members and Prospective Members at Management Conferences and Annual Conventions.~~

~~**Membership:** The Zone Director's major area of responsibility will be to promote membership in the association. As part of this responsibility, he/she will:~~

- ~~1) Work closely with the membership chairman on the annual campaign.~~
- ~~2) Coordinate the membership effort within his/her Zone.~~
- ~~3) Continually review and update the prospective member list.~~
- ~~4) Enlist the support of the regional chairmen within the Zone to help promote membership.~~
- ~~5) Update the Board of Directors with a report at the Annual Convention and Mid-Year Board meeting.~~
- ~~6) Maintain a supply of Membership Applications and GAWDA literature in order to assist with Membership Activities in the Director's Zone.~~

~~**Regional Meetings:** With the approval of the First Vice President and the Zone Vice President, Zone Directors, along with the Regional Chairmen, and Regional Vice-Chairmen are encouraged to create interest in and to hold Regional Meetings of Members and Prospective Members in their regions, including business meetings, social get-together, golf outings, etc. All agendas and contracts must be approved by the Executive Director and General Counsel.~~

~~**Welding & Gases Today and GAWDA Connection Information:** Zone Directors, as well as other GAWDA Officers, are requested to supply to the Editor of *Welding & Gases Today* and *GAWDA Connection* all pertinent news with reference to the Industry. Please include pictures wherever possible.~~

~~**Expenses:** Zone Directors will be allowed round-trip transportation (coach) and hotel expenses, and current designated per diem for attending the Mid-Year Board Meeting and any other Special or Call Meetings.~~

SECTION 7 - EXECUTIVE COMMITTEE

The Executive Committee shall meet prior to the Mid-Year and Annual Meetings of the Board of Directors and at such other times as may be necessary to carry out their duties as provided by Article IX Section 13 of the Bylaws and other duties assigned to them by the Board of Directors.

~~**Expenses:** Executive Committee Members will be allowed round-trip transportation (coach) and hotel expenses, and current designated per diem for attending the Mid-Year Board Meeting and any other Special or Call Meetings.~~

~~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 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.

SECTION 8 - REGIONAL CHAIRSMEN AND REGIONAL VICE-CHAIRMEN

~~**Encourage Management Conference and Convention Attendance:** The primary responsibility of the Regional Chairman is to encourage maximum attendance at Management Conference and the Annual Convention by Members and Prospective Members throughout his region. Successful regional meeting help achieve this goal.~~

~~The position of Regional Vice Chairman, while not required to be filled, was created to encourage the Management development process by serving as an understudy and support resource to the Regional Chairman in the planning of the Regional Meetings and to assist in the overall duties of the Regional Chairman.~~

~~**Review Prospective Member List:** Shortly after his acceptance, the Regional Chairman will receive a list containing the names of Prospective Members in his region. He is requested to promptly review this and notify the Headquarters Office of companies that are no longer in business, address changes, and particularly, the addition of any new distributors.~~

~~**Maintain Supply of Applications Literature:** Shortly following acceptance, the Regional Chairman will be supplied with the quantity of Membership Applications and Literature detailing GAWDA activities and services. Should this supply be depleted, the Regional Chairman should request additional quantities from the Headquarters Office.~~

~~**Membership Solicitations:** In cooperation with the Zone Vice President, the Regional Chairmen are encouraged to do everything in their power to expand the Membership in their Zones.~~

~~**Welding & Gases Today and GAWDA Connection Information:** Regional Chairmen, as well as other GAWDA Officers, are requested to supply to the Editor of *Welding & Gases Today* and *GAWDA Connection* all pertinent news with reference to the Industry.~~

~~**Regional Meetings:** In an effort to give these meetings the importance and recognition they deserve, coordinated by the First Vice President, the Zone Vice-President will work through the Regional Chairsmen and Regional Vice-Chairmen to strengthen and expand the conception and execution of the regional meetings. Chairsmen are urged to forward a recap and photos of the respective meetings to the Headquarters Office for publication in *Welding & Gases Today* and *GAWDA Connection*. All agendas and contracts must be approved by the Executive Director and General Counsel.~~

SECTION 9 - STANDING COMMITTEES

Committee Chairsmen, who are appointed by the President, will assume ~~Distributor~~ responsibility for their Committee immediately following the Annual Convention.

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.

Committee Functions:

~~**Planning Committee**—The purpose of this Committee is to plan the coming year's Management Conference programs; review plans for regional activities within the Zones; review Membership promotion plans and discuss such other matters as may be designated by the President. The President-Elect shall serve as Chairman of this Committee.~~

~~**Convention Committee**—The purpose of this Committee is to select a theme and develop the program for the Annual Convention. The Chairperson for the Ladies' Committee normally will be the spouse of the President.~~

SECTION 10 - GAWDA INSURANCE TRUSTEES

The purpose of the GAWDA Insurance Trust is to supervise and direct a Group Insurance Program established to offer comprehensive insurance coverage at the lowest possible cost.

The Insurance Trustees shall make nominations to fill any Trustee vacancy. A Trustee may serve only one full term of five years in addition to his completion of a term for which he was a substitute Trustee.

SECTION 11 - LEADERSHIP DEVELOPMENT COMMITTEE OBJECTIVE:

The Leadership Development Committee shall be appointed by the President ~~according to Article IX Section 14 of the Bylaws.~~

Meetings: The Leadership Development Committee shall hold two meetings each year. The first meeting shall be held in conjunction with the Mid-Year Board of Directors Meeting.

- The second meeting shall be held in conjunction with the Annual Board of Directors Meeting, immediately following that meeting. ~~Alternates may attend the Leadership Development Committee Meeting by appointment of the President.~~

~~The Chairman of the Leadership Development Committee and all Members of the Leadership Development Committee are expected to attend this meeting.~~

Duties of the Chairman: The Chairman of the Leadership Development Committee shall direct the members of the committee to seek qualified Candidates for various offices of the Association. The First Past President shall preside over the Leadership Development Committee Meetings. In his absence, the Second Past President shall preside.

Duties of the Committee: The slate of nominees selected by the Leadership Development Committee shall be presented to the general Membership during the first business session at the Annual Convention by the Chairman of the Leadership Development Committee.

Qualifications for Officers:

President - Shall be a Distributor Member and recommended to have served as a Zone Vice-President.

President-Elect - Shall be a Distributor Member and recommended to have served as a Zone Vice-President.

First Vice President – Shall be a Distributor Members and recommended to have served as a Zone Vice President.

~~**Zone Vice-President** – Recommended to have served as Zone Director,~~

~~**Vice President/Zone Director** - Shall be known to and be recommended by the Leadership Development Committee.~~

~~**Procedures:** At the first meeting of the Leadership Development Committee, the Committee shall review the candidates for nomination~~

~~**The Committee will consider a:**~~

~~_____ Nominee for the Office of President~~

~~_____ Nominee for the Office of President-Elect~~

~~_____ Nominee for the Office of First Vice President~~

~~_____ Nominees for the Zone Vice Presidents~~

~~_____ Nominees for the Zone Directors~~

~~_____ Nominee for Supplier Vice President~~

~~_____ Nominee for Supplier Director~~

~~In considering a nominee to the Office of First Vice President, the Committee shall select a minimum of three and a maximum of seven potential candidates, in the order of priority of choice. The Chairman shall immediately write or call the first choice for candidate and advise him he is being considered for the office of First Vice President and ask for a commitment in writing that the potential nominee will serve, if nominated and elected. If such a commitment is given, that person shall be the candidate; if not given, the Chairman shall contact the second choice and request the same commitment,~~

~~and this procedure shall continue until such a commitment is obtained and the candidate for First Vice President so selected.~~

~~The Chairman, or another officer at his request, shall write or call all potential candidates for other offices, asking for a commitment in writing to serve, if nominated and elected.~~

~~At the second meeting of the Leadership Development Committee, the Committee shall review the observations and comments and select nominees for the Office of Zone Vice President and Zone Director for each Zone, and Supplier Vice President and Supplier Director, for each office to be filled.~~

~~The Committee shall also select a~~

~~_____ Nominee for the Office of President~~

~~_____ Nominee for the Office of President-Elect~~

~~_____ Nominee for the Office of First Vice President~~

~~Immediately following this meeting, the Chairman, or his designee, shall contact the nominees for the Offices of President, President-Elect, First Vice President, Zone Vice President and Zone Director, and Supplier Vice President and Supplier Director, and advise them that they have been nominated to their respective Offices.~~

~~—If a Member of the Leadership Development Committee is proposed for any position, he shall be excused from this meeting during the discussion of the nomination for the Office for which he is proposed.~~

~~—If a Member of the Leadership Development Committee is proposed for the Office of President, President-Elect, or First Vice President, the Member shall resign from the Leadership Development Committee and the President shall appoint a replacement to serve in his stead.~~

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.

SECTION 12 - OFFICERS RESPONSIBILITIES

It shall be the duty and responsibility of all Officers, Directors, Committee Chair~~men~~ and Committee Members, immediately upon election or appointment, to familiarize themselves with the duties of the Office to which they have been elected or appointment, and to carry out those duties to the best of their ability.

SECTION 13 - HEADQUARTERS OFFICE

The Headquarters Office is responsible to the President and the Board of Directors for carrying out all Association activities and programming in accordance with policies established by the Board of Directors.

Primary Duty:

- a. Administration and operation of a Management which exemplifies good-will and willingness to assist Distributor and Supplier Members.
- b. Management and supervision of all staff personnel with emphasis on service to members and development of staff talents.
- c. Responsibility for internal and external communications which best relay the message of the organization.
- d. Responsibility for the development and supervision of membership promotion activity.
- e. Responsibility for editing and issuance of the Association publications that respond to the interests of the membership.
- f. Responsibility for assisting in the development of the annual series of Management Conferences. Full ~~responsibility~~ ~~for~~ ~~responsibility~~ for implementing and conducting the Conferences.

- g. Responsibility for implementing the programs and arrangements for an Annual Convention which is in keeping with the broad objectives of GAWDA and includes educational programs, contact booth program, and entertainment appropriately balanced.
- h. Responsibility for total financial Management including financial reports, development of an annual budget which is prudently reviewed and reflects sound business management.
- i. Responsibility for planning and coordinating all Board of Directors' Meetings.
- j. Responsibility for working closely with the Board of Directors and Standing Committees to establish Committee responsibilities and Association projects which are beneficial to the development of GAWDA.
- k. Responsibility for coordinating the services of the consultants, auditor and legal counsel.
- ~~l. Responsibility~~ Responsibility for working with the officers to develop programs to attract new members and retain existing members.
- ~~m. Such duties as may be required from time to time.~~

SECTION 14 - UTILIZATION OF LEGAL COUNSEL BY STAFF AND OFFICERS

Association counsel provides legal advice and guidance, generally and particularly in the antitrust area, a sensitive one for trade associations. Counsel acts as both an auditor and advisor.

As an Auditor:

- Counsel will review Minutes of the Board ~~and all Committees.~~
- General Counsel will review all ~~Regional Meeting Agendas and~~ Contracts.
- ~~- Counsel must receive preliminary outline, theme, titles and copies of all Management Conference speeches as developed.~~
- ~~- Counsel must be on the mailing list for all mailings to Members, to the Board and to Committees.~~

As an Advisor:

- Counsel will see that GAWDA's activities are in conformity with law. This will include, but is not limited to, the compliance with technical requirements as well as avoiding antitrust pitfalls; e.g., Revisions of Bylaws; Modification of or Revision to the Insurance Trust Agreement, etc.
- Counsel will bring to the attention of the Association any and all recent statute decisions, or events ~~which occur~~ that impact on the Association or its Members.
- Association counsel will audit and advise on all matters that require special attention including, but not limited to:
 - Inquiries from regulatory agencies. Matters involving Membership Qualifications or Procedures. Bylaw changes. Special meetings.
- ~~- Sensitive Committees; e.g., Industry Partnering.~~

SECTION 15 – MEETING ATTENDANCE

Only ~~distributor, supplier and manufacturer representative members in good standing~~ Distributor and Supplier Members may be invited to attend meetings at any level, except a distributor or supplier eligible for membership may be invited to attend a meeting as a prospective member.

SECTION 16 - AMENDMENTS

These Standing Rules of Operation may be amended by a majority vote of the Board of Directors at any duly constituted meeting, provided that written notice has been given to the Members of the Board two weeks prior to such meeting.

Any procedures not covered in these Standing Rules shall be governed by Robert's Rules of Order.

SECTION 17 — EXPENSE REIMBURSEMENT POLICY

GAWDA will reimburse expenses as follows:

Transportation expenses, including coach airfare, ground transportation to and from the airport or the meeting site. **NOTE:** Personal auto use will be reimbursed at the mileage rate allowed by the Internal Revenue Service. **OFFICERS:** Management will arrange your airport transfers between the airport and the host hotel, as required.

Hotel. GAWDA will reimburse 2 nights hotel for a 1-day meeting, 3 nights for a 2-day meeting, etc. at the GAWDA-negotiated basic room rate plus tax, and other fixed hotel charges. **OFFICERS:** Management will arrange your hotel accommodations and include the room charges (exclusive of incidentals) on the Master Account. For the Spring Management Conferences and the Annual Convention, the President will be booked into a Suite, and the President Elect will be located near the President. **OTHERS:** You should make your hotel reservation, and submit the hotel bill with your Travel Reimbursement form.

Per Diem Allowance. All but the President and President Elect will receive up to the Per Diem Allowance to cover actual incidental expenses, including meals, phone, etc. **PRESIDENT and PRESIDENT ELECT:** You will be reimbursed the actual cost of your eligible incidental expenses.

President's Fund. The President's Fund (up to \$3,500) is available to reimburse the GAWDA President for actual additional expenses he or she incurs to fulfill the duties of the office, e.g., gifts, speechwriter, etc.

Zone VP's and Directors. Zone VP's and Directors are expected to attend the SMC in their Zone. Therefore, for Zone leaders attending a Mid-Year Board Meeting in their Zone, GAWDA will not reimburse travel expenses, but will reimburse for one day of eligible hotel and per diem expenses.

Spring Management Conference Registration. The President and President Elect shall receive complimentary registration to the Spring Management Conferences.

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.

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.

STANDING RULES OF OPERATION of the Gases and Welding Distributors Association

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

Revised (date approved)

The following Standing Rules of Operation have been adopted by the Board of Directors to supplement the By-Laws of the Association and to assist members to understand their duties and responsibilities to the Gases and Welding Distributors Association.

SECTION 1 - MEMBERSHIP

- A. If an applicant for membership is engaged in both retail and wholesale distribution, the appropriate membership classification shall be determined 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 products that it manufactured, even to end users, shall be classified as a Supplier member.
- B. The membership dues of distributor members shall be based on the gross revenue of the business.
- C. The membership dues of supplier members shall be based on the gross revenues from sales to the industrial, medical and specialty gases and welding supply industry in the United States.
- D. 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 a Supplier member.
- E. 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.
- F. 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.
- G. 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.

- H. 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 above.
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SECTION 2 - PRESIDENT

- A. **Annual and Mid-Year Meetings of Board of Directors and Executive Committee:** The President shall be responsible for developing the Program for conference calls, the Annual and Mid-Year Meetings of the Board of Directors, and Executive Committee and shall preside at these meetings. The Annual Board Meeting is customarily held the day preceding the opening of the Annual Convention.
- B. **Convention Committee Chairman Duties:** The President shall be the Convention Committee Chairman who, working with the Convention Committee, shall supervise the Headquarters Office which is responsible for implementing the programs and arrangements for the Annual Convention.
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SECTION 3 - PRESIDENT-ELECT

- A. The President-Elect acts as Membership Chair.
- B. **Planning Conference:** At least one year prior to the Annual Convention, the President-Elect shall confer with the Headquarters Staff to make tentative plans for next year's activities, including Management Conference and Annual Convention Programs and tentative Committee appointments.
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SECTION 4 – FIRST VICE PRESIDENT

- A. **Regional Meetings:**
1. It is the responsibility of the First Vice President to coordinate the strengthening and expansion of regional meetings in concept and execution.
 2. The First Vice President should coordinate and supervise activities such as a special Regional Meeting Manual, and other activities to strengthen and expand regional meetings.
 3. While the responsibility for regional meetings is charged to the Regional Chair, the First Vice President shall work through the Regional Chair regarding the plans and arrangements for regional meetings, and be available to offer such advice and guidance as appropriate.
- B. **Membership Committee Vice-Chairman Duties:** The First Vice President will serve as the Membership Committee Vice-Chair and shall have a supporting role to the Chair in the promotion of membership growth.
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SECTION 5 – VICE PRESIDENTS

- A. The Leadership Development Committee will endeavor to nominate five distributor Vice Presidents who broadly represent the membership across the country.
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SECTION 6 - EXECUTIVE COMMITTEE

- A. The Executive Committee should meet prior to the Mid-Year and Annual Meetings of the Board of Directors and at such other times as may be necessary to carry out the duties assigned to them by the Board of Directors.
- B. 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 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.

SECTION 7 - REGIONAL CHAIRS

- A. **Regional Meetings:** In an effort to give these meetings the importance and recognition they deserve, the Vice President will work through the Regional Chairs to strengthen and expand the conception and execution of the regional meetings. Chairs are urged to forward a recap and photos of the respective meetings to the Headquarters Office for publication in *Welding & Gases Today* and *GAWDA Connection*. All agendas and contracts must be approved by the Executive Director.
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SECTION 8 – STANDING COMMITTEES

- A. Committee Chairs, who are appointed by the President, will assume responsibility for their Committee immediately following the Annual Convention.
- B. 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 or Task Forces 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 Task Forces designated shall keep regular minutes of its proceedings and report the same to the Board when required.
- C. **Government Affairs Committee** - The purpose of this Committee shall be twofold - (1) to create an awareness among Members, to educate our Membership, and to expose Members to the true facts and figures regarding the operation of our Government, Free Enterprise and the Open Market; and (2) to motivate each Member to become a part of a viable action group and show Members how they might become involved in this action.
- D. **Human Resources Committee** - The purpose of this Committee is to enhance the business viability of the general membership by providing timely, credible, and functional information on all appropriate Human Resource issues. Training is a vital subset of an effective Human Resource Program
- E. **Industry Partnering Committee** - The purposes of this Committee are: (1) to provide a proactive forum for suppliers and distributors dedicated to the continual improvement of the welding supply/equipment and gas distribution industry; (2) to communicate to our membership ideas regarding operational, marketing and systems approaches to improve the quality of service to our customer base and; (3) to serve as a vehicle to facilitate communication and understanding between suppliers and distributors leading to improved profitability for both parties.
- F. **Leadership Development Committee** - The purpose of this Committee is to present to the Annual Convention a slate of the Board of Directors in accordance with the Bylaws of the Association.
- G. **Management Information Committee** - The purpose of this Committee is to develop and promote modern management information and techniques.
- H. **Membership Committee** - The purpose of this Committee is to interest qualified distributors and suppliers in the activities of the Association and to encourage their enrollment.
- I. **Safety Committee** - The purpose of this Committee is to promote safe practices and provide information leading to an increased awareness of overall concepts of safety. This Committee shall conduct liaison with other Industry-related associations as pertains to safety and technical matters; i.e., Compressed Gas Association, American Welding Society, etc.
- J. **Audit Committee** – The purpose of this Committee is to review and negotiate contracts with consultants, publishers, management companies and other outside contractors. The committee will have the Treasurer as chair, the President Elect, 1st Vice President and two non-Board Members.
- K. **Committee Meetings:** Committee Meetings should be held in conjunction with the Spring Management Conferences and the Annual Convention.

- L. **Committee Vice Chairs:** Each Committee Chair should appoint a Vice Chair.

SECTION 9 - PLANNING COMMITTEES:

- A. **SMC Planning Committee** - The purpose of this Committee is to plan the coming year's Spring Management Conference programs. The President-Elect shall serve as Chair of this Committee.
- B. **Annual Convention Committee** - The purpose of this Committee is to select a theme and develop the program for the Annual Convention. The President-Elect shall serve as Chair of this Committee.

SECTION 10 - GAWDA INSURANCE TRUSTEES

- A. The purpose of the GAWDA Insurance Trust is to supervise and direct a Group Insurance Program established to offer comprehensive insurance coverage at the lowest possible cost.
- B. The Insurance Trustees shall make nominations to fill any Trustee vacancy. A Trustee may serve only one full term of five years in addition to his completion of a term for which he was a substitute Trustee.

SECTION 11 - LEADERSHIP DEVELOPMENT COMMITTEE OBJECTIVE:

- A. The Leadership Development Committee shall be appointed by the President.
- B. **Meetings:** The Leadership Development Committee shall hold two meetings each year. The first meeting shall be held in conjunction with the Mid-Year Board of Directors Meeting.
- The second meeting shall be held in conjunction with the Annual Board of Directors Meeting, immediately following that meeting.
- C. **Duties of the Chairman:** The Chair of the Leadership Development Committee shall direct the members of the committee to seek qualified Candidates for various offices of the Association. The First Past President shall preside over the Leadership Development Committee Meetings. In his absence, the Second Past President shall preside.
- D. **Duties of the Committee:** The slate of nominees selected by the Leadership Development Committee shall be presented to the general Membership during the first business session at the Annual Convention by the Chair of the Leadership Development Committee.
- E. **Qualifications for Officers:**
1. **President** - Shall be a distributor member and recommended to have served as a Vice President.
 2. **President-Elect** - Shall be a distributor member and recommended to have served as a Vice President.
 3. **First Vice President** – Shall be a distributor member and recommended to have served as a Vice President.
 4. **Vice President** - Shall be known to and be recommended by the Leadership Development Committee.
- F. 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.

SECTION 12 - OFFICERS RESPONSIBILITIES

- A. It shall be the duty and responsibility of all Officers, Directors, Committee Chairs and Committee Members, immediately upon election or appointment, to familiarize themselves with the duties of the Office to which they have been elected or appointment, and to carry out those duties to the best of their ability.

SECTION 13 - HEADQUARTERS OFFICE

- A. The Headquarters Office is responsible to the President and the Board of Directors for carrying out all Association activities and programming in accordance with policies established by the Board of Directors.
- B. **Primary Duty:**
- a. Administration and operation of a management which exemplifies good-will and willingness to assist distributor and supplier members.
 - b. Management and supervision of all staff personnel with emphasis on service to members and development of staff talents.
 - c. Responsibility for internal and external communications which best relay the message of the organization.
 - d. Responsibility for the development and supervision of membership promotion activity.
 - e. Responsibility for editing and issuance of the Association publications that respond to the interests of the membership.
 - f. Responsibility for assisting in the development of the annual series of Management Conferences. Full responsibility for implementing and conducting the Conferences.
 - g. Responsibility for implementing the programs and arrangements for an Annual Convention which is in keeping with the broad objectives of GAWDA and includes educational programs, contact booth program, and entertainment appropriately balanced.
 - h. Responsibility for total financial management including financial reports, development of an annual budget which is prudently reviewed and reflects sound business management.
 - i. Responsibility for planning and coordinating all Board of Directors' Meetings.
 - j. Responsibility for working closely with the Board of Directors and Standing Committees to establish Committee responsibilities and Association projects which are beneficial to the development of GAWDA.
 - k. Responsibility for coordinating the services of the consultants, auditor and legal counsel.
 - l. Responsibility for working with the officers to develop programs to attract new members and retain existing members.

SECTION 14 - UTILIZATION OF LEGAL COUNSEL BY STAFF AND OFFICERS

- A. Association counsel provides legal advice and guidance, generally and particularly in the antitrust area, a sensitive one for trade associations. Counsel acts as both an auditor and advisor.
1. **As an Auditor:**
 - Counsel will review Minutes of the Board.
 - General Counsel will review all Contracts.
 2. **As an Advisor:**
 - Counsel will see that GAWDA's activities are in conformity with law. This will include, but is not limited to, the compliance with technical requirements as well as avoiding antitrust pitfalls; e.g., Revisions of Bylaws; Modification of or Revision to the Insurance Trust Agreement, etc.
 - Counsel will bring to the attention of the Association any and all recent statute decisions, or events that impact on the Association or its members.
 - Association counsel will audit and advise on all matters that require special attention including, but not limited to:
 - Inquiries from regulatory agencies, matters involving membership qualifications or procedures, bylaw changes and special meetings.

SECTION 15 – MEETING ATTENDANCE

- A. Only distributor, supplier and manufacturer representative members in good standing may be invited to attend meetings at any level, except a distributor or supplier eligible for membership may be invited to attend a meeting as a prospective member.

SECTION 16 - AMENDMENTS

- A. These Standing Rules of Operation may be amended by a majority vote of the Board of Directors at any duly constituted meeting, provided that written notice has been given to the members of the Board two weeks prior to such meeting.
- B. Any procedures not covered in these Standing Rules shall be governed by Robert's Rules of Order.

SECTION 17 - LIMITATION OF PERSONAL LIABILITY

- A. 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.
- B. 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.

SECTION 18 - RESERVE

- A. 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.

SECTION 19 - ANNUAL REPORT OF DIRECTORS

- A. 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.

Primary Revisions to GAWDA Standing Rules

SECTION 1 – MEMBERSHIP

- Classes of membership contained in By-Laws
- Membership application/resignation processes moved from By-Laws

SECTION 2, 3 & 4 – PRESIDENT, PRESIDENT- ELECT AND FIRST VICE PRESIDENT

- By-Law Provisions duplicated
- New Member and Resigners is redundant
- Roles/responsibilities simplified
- Expenses covered in Expense Form Outline

SECTION 5 – ZONE VICE-PRESIDENTS

- Elimination of geographical zones and regional Chairmen
- Elimination of responsibility for Spring Management Conferences
- New Member and Resigners is redundant
- Roles/responsibilities simplified
- Expenses covered in Expense Form Outline

SECTION 6 – ZONE DIRECTORS

- Eliminated

SECTION 7 – EXECUTIVE COMMITTEE

- Added responsibilities for audit and financial controls and budgeting

SECTION 8 – REGIONAL CHAIRS

- Elimination of Regional Vice Chairmen

SECTION 9 – STANDING COMMITTEES

- Defined Standing Committees
- Added Audit Committee
- Moved Planning Committees to own section
- Expenses covered in Expense Form Outline

SECTION 11 – LEADERSHIP DEVELOPMENT COMMITTEE OBJECTIVE

- Zone Vice President eliminated
- Nomination procedures contained in By-Laws

SECTION 17 – EXPENSE REIMBURSEMENT POLICY

- Provisions contained within Expense Policies document approved by Board

NEW SECTIONS

LIMITATION OF PERSONAL LIABILITY

RESERVE

ANNUAL REPORT OF DIRECTORS

- Transferred from By-Laws