

OFFICIAL BYLAWS

AEMA

Article I -Name

Section 1. The name of the Association shall be “AEMA”. (See Scope)

Section 2. The principal office of the Association shall be: Post Office Box 92255, Nashville Tennessee, 37209.

The Association may have such other offices as may from time to time be designated by the Board of Directors.

Article II -Scope and Definition

a. Scope

AEMA is an association of persons and entities with an interest in the “private residence elevator and accessibility equipment” industry.

b. Definition

The term "Private Residence Elevator and Accessibility Equipment" industry includes the design, manufacture , installation , servicing and maintenance of vertical, inclined and horizontal conveying systems which are used primarily to provide access and/or egress for persons in public and private residence environments, commonly known as platform lifts, stair-lifts, wheelchair lifts, access elevators, private residence elevators, stairway chairlifts, limited use/limited application elevators and similar products. (See Article V-Section 1 for membership qualifications).

Article III -Purpose,

To foster the growth and development of the industry by engaging in activities and establishing programs to promote the awareness, understanding, acceptance and utilization of "Private Residence Elevator and Accessibility Equipment”.

To unite members to liaise collectively with equipment users, architects and specifiers, building owners, code writers, regulatory authorities, Government and others associated with the "Private Residence Elevator and Accessibility Equipment” industry.

To contribute to the development, standardization and promulgation of safety codes and standards which directly or indirectly affect the design, installation and utilization of industry equipment.

To serve as a forum for the standardization of equipment operation, terminology, signage and other design aspects to facilitate safety, security and ease of use.

To gather, analyze, appraise and disseminate information and ideas pertaining to the industry.

To be a service organization.

To promote the common business interests of the industry and to maintain liaison with the elevator industry in general.

To do all things proper and necessary to promote the welfare of the Association and its members, and to wisely serve its members and the industry and the public.

Article IV -Territory

The territory in which the Association may operate is unlimited (International). The Association's primary activities shall be in North America.

Article V -Membership

Section 1. *Member-* Any person, firm, or corporation engaged in the "Private Residence Elevator and Accessibility Equipment" industry and others with an interest in the industry such as (but not limited to) governmental regulators, specifiers and inspectors. Any person, firm or corporation engaged in the distribution of Private Residence Elevators or Accessibility Equipment, without the provision of qualified installation, shall not be eligible for membership in AEMA.

Section 2. *Voting* – All members who are current with their association dues have a vote in the affairs of the association. Each member shall appoint to the Secretary of the Association a person to be its representative in the Association and who shall represent, vote, and act for the member in all the affairs of the Association. In the absence of the appointed representative, the member may designate an alternate who will have full privileges.

Section 3. *Approval of Membership* - Any person, firm or corporation eligible for membership under these Bylaws may be recommended for membership by the membership committee upon receipt of written application and initiation fee. For membership approval, a majority vote by the Board of Directors is required.

Article VI -Termination of Membership

Section 1. Any member firm or individual may resign at any time upon submission of a written resignation. A member resigning in good standing (dues paid to the end of the period in which termination is requested) can be reinstated without payment of the initiation fee. Those not in good standing shall pay the initiation fee upon request for reinstatement plus all arrearages. In both instances, current dues will be charged as of the billing date nearest the date of approval for reinstatement.

Section 2. The Board of Directors shall have the power to suspend or expel any member who is 90 days in arrear for dues, after giving written notice of such delinquency. Any such member may reapply for membership and pay the initiation fee, current dues and any other charges, including dues which were owed to the Association at the time of suspension.

Section 3. Any member of the Association may be suspended or expelled for cause by a majority vote of the members of the Board of Directors at a meeting. Sufficient cause shall be a violation of the Bylaws or any lawful rule or practice duly adopted by the Association. Written notice shall be mailed to such member not less than thirty (30) days prior to the date set for said meeting. The notice shall set forth the time and place of such meeting and the reasons for the proposed suspension or expulsion. The member shall have the right to appear in person or by counsel and to present evidence and/or to cross-examine witnesses.

Section 4. Upon termination of membership, voluntary or involuntary, there shall be no refund of dues; further, all rights, title and interest to the property and privileges of this Association shall cease with the termination of membership.

Article VII -Dues

Section 1. *Initiation Fee*

- a. Each new potential member upon application to join the association shall include payment of a non-refundable initiation fee. The initiation fee shall be determined annually by the Treasurer based upon the budgetary requirements as approved by the Board of Directors of the Association.
- b. Initiation fees are not deductible from annual dues. Initiation fees are payable in addition to annual dues in the year of joining the Association.

Section 2. *Annual Dues*

- a. The association dues payable by all members shall be determined annually by the Treasurer based upon the budgetary requirements as approved by the Board of Directors of the Association.

Dues are payable in the first quarter of each calendar year. The Treasurer will invoice each member in January of each calendar year and payment is required by the end of March of each calendar year.

Section 3. *Special Assessments*

When it is deemed necessary by the Association's members and approved by the Board of Directors to raise additional funds to finance specific projects, each member shall be assessed an equal amount based upon the needs of the specific project as reported by the Treasurer to the Board of Directors.

|

Article VIII - Meetings

Section 1. *Annual* - There shall be an annual meeting of the members of the Association, unless otherwise ordered by the Board of Directors, for election of members to the Board of Directors, for receiving the annual reports and for the transaction of other business. Notice of such meeting, signed by the Secretary (or other Officer designated by the Board of Directors), shall be mailed, faxed or electronically transmitted to the last recorded address, fax number or e-mail address for each member at least 10 days before the time appointed for the meeting.

Section 2. *Special* -Special meetings of the Association may be called by the President or the Board of Directors, or shall be called by the President upon the written request of 10 members of the Association. Notice of any special meeting shall be mailed, faxed or electronically transmitted to each member at his or her last recorded address, fax number or e-mail address at least 10 days in advance, with a statement of time and place and information as to the subject or subjects to be considered.

Quorum -A simple majority of the members of the Association present by their accredited representative or by proxy at any meeting of the Association shall constitute a quorum.

Section 3. The order of business at annual meetings shall be as follows:

Section 4.

| -

- |
1. Call to order
 2. Opening remarks from the Chair
 3. Approval of the Agenda
- |

4. Reading of minutes of previous meeting
5. Receiving communications
6. Reports of officers
7. Reports of committees
 - Standing
 - Special
8. Scheduled business
9. Other business
10. Election of directors
11. Installation of officers
12. Date and time of next meeting
13. Adjournment

| Section 5.

The order of business may be altered or suspended at any meeting by a majority vote of the members present. The meeting rules as laid down in Robert's Rules of Order shall govern all deliberations, when not in conflict with these Bylaws.

Article IX -Board of Directors

Section 1. The Board of Directors shall have supervision, control and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of the Bylaws, shall actively pursue its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

| Section 2.

The Board of Directors shall be composed of 6 elected directors, one of whom shall serve as President.

To provide a balanced Board of Directors, the following matrix will apply:

Minimum of two Board members shall be manufacturers. Minimum of two Board members shall be dealer/contractors. Two Board members shall be made up of any discipline including additional manufacturers or dealer/contractors.

- Section 3. There shall be elected by ballot, 6 Directors of the Association. (2 manufacturer, 2 dealer/contractor and 2 from any discipline) At each Annual Meeting, 2 Directors shall be elected for a term of 3 years. Any Director shall be eligible for re-election. Directors shall enter upon the performance of their duties Jan. 1 of the year following their election, and shall continue in office until their successors shall be duly elected and qualified or unless they resign, are removed, or are otherwise unable to fulfil an unexpired term.
- Section 4. *Meeting* - Except that the Board shall have a regular meeting at the time and place of the annual meeting, the Board shall meet upon call of the President at such times and places as he or she may designate, and shall be called to meet upon demand of a majority of its members. Notice of all meetings of the Board of Directors shall be sent by mail or fax or other electronic transmission to each member of the Board at his or her last recorded address, fax number or e-mail address at least 10 days in advance of such meetings.
- Section 5. *Quorum* - A simple majority of the Board shall constitute a quorum at any meeting of the Board of Directors.
- Section 6. *Absence* - Any member of the Board of Directors unable to attend a meeting shall, in a letter addressed to the President or Secretary, state the reason for his or her absence. If a Director is absent from 3 consecutive meetings for reasons which the Board has failed to declare to be sufficient, his or her resignation shall be deemed to have been tendered and accepted.
- Section 7. *Compensation* - Directors as such shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated Officers of the Association. Nothing herein shall preclude a Director from serving the Association in any other capacity and receiving compensation for such services.
- Section 8. *Resignation or Removal* - Any Director may resign at any time by giving written notice to the President, the Secretary, or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or the Board.
- Any Director may be removed by a majority vote of the Directors at any regular or special meeting at which a quorum is present, in accordance with the procedures described in Article VI, Section 3.
- Section 9. *Vacancies* - Any vacancies that may occur on the Board by reason of death, resignation, or otherwise may be filled by the members appointed Alternate, when approved by ballot by the Board of Directors at their next regularly scheduled meeting. In the event the member has no appointed Alternate or the Alternate is not approved by ballot, the position may be filled by the remaining members of the Board, or a special election may be called to elect a new Director to fill the remainder of the unexpired term.

Article X -Officers

- Section 1. The President, Secretary, and Treasurer of the Association shall be elected by the Board of Directors and each shall serve for a term of one year. Each member of the Board shall have one vote for each office to be filled. The elected President must have served at least one full year on the Board of Directors preceding his or her election. A President elect shall also be elected. He must have served one year prior to his or her election or be currently on the Board.
- Section 2. The President shall have general supervision of all affairs of the Association; shall be the Chair of the Board of Directors; shall within his or her discretion, create any committees deemed by him or her to be necessary for the accomplishment of the Association objectives and appoint all personnel thereof except as provided elsewhere in the Bylaws. He shall be a joint custodian of funds with the Treasurer, and shall be an ex-officio member of all committees. The President shall have no power to act contrary to the order of resolutions of the Association or Board of Directors. He shall not enter into any contract or other commitment which is in an amount exceeding One Thousand Dollars (\$1,000.00) without approval by a majority of the Board of Directors.
- Section 3. The President Elect shall, in the event of the inability of the President to perform his or her duty, assume and discharge the duties of the President.
- Section 4. The Secretary shall be responsible for the taking and preserving of minutes at all annual meetings and business sessions of the Board of Directors. He shall perform such other duties as may be assigned to him by the Board of Directors.
- Section 5. The Treasurer shall be custodian of all funds of the Association. He or she shall maintain an accurate set of disbursement records which shall be open at all times to the members. He or she shall make a full and complete report at the annual meeting. A duly accredited accounting firm shall be appointed by the Board of Directors whose duty shall be to assist the Treasurer, as required, examine the books and records of the association and to prepare the annual report to the members.

Article XI

Executive Office

- Section 1. The Board of Directors in the name of the association, may establish an Executive Office, and retain at its discretion, an Executive Director or other personnel to administer the affairs of the Association under Board direction.
- Section 2. The budget for the Executive Office, including salaries and expenses, shall be set by the Board, but shall be limited to seventy-five percent of the Association's income.
- Section 3. The Executive Director shall be appointed and serve at the discretion of the Board of Directors at such compensation and upon such terms as the Board of Directors shall deem appropriate. He shall be solely responsible to the Board of Directors.
- Section 4. The Executive Director shall maintain an Executive Office for the administration of those Association affairs assigned by the Board of Directors, including assisting the Secretary in providing facilities for recording, transcribing and preserving minutes of all general meetings and meetings of the Board of Directors; assisting the Treasurer in keeping an accurate set of books of account; billing and collecting all dues and other monies which may be owed; gathering, analyzing and disseminating all data and information pertinent to the conduct of the members' operations; implementing the work of all standing and special committees; maintaining liaison with the various manufacturing companies of arranging and assisting with the conduct of all meetings; appearing as the Association's representative before other groups; initiating programs for the welfare of the Association and its individual members; and all assignments authorized by the President in his or her capacity as Chair of the Board of Directors. Should the Board of Directors so desire, and with the permission of the Treasurer, they may designate the Executive Director as the custodian of all funds of the Association. Under such circumstances, he shall select a depository for such funds in the city where he resides. He shall be responsible for maintaining an accurate set of disbursement records which shall be open at all times to the members. In this connection, the Executive Director is charged with making purchases and disbursements only in accordance with the budget as adopted or amended by the Board of Directors.

Article XII –Committees

Section 1. The Standing Committees of the Association shall consist of two or more members. Additional members shall be added to the Committees as the task may warrant. The President shall appoint the Chair of the Standing Committees. It shall be the responsibility of each committee Chair to regularly report to the President, developments related to his or her Committee's activity for publication and circulation to the membership. Whenever possible, Board members shall be members of Standing Committees. The Chairs of each committee will report the selection of their Committee personnel to the President as soon after the annual meeting as possible, and the members of these committees shall continue to serve during the ensuing year and until their respective successors have been appointed, unless sooner relieved from service by order of the President or otherwise. The President may remove or create Committees, if, in his or her judgement, such action is necessary for the good of the Association. Committees shall have all such assistance from the Association and its Officers as may be necessary to fulfil objectives and make recommendations.

Section 2. The following shall be the Association's Standing Committees:

Codes, Standards & Safety - To advise and recommend to the President and Board of Directors on all matters pertaining to Codes, Standards and Safety.

Communication & Public Relations - To advise and recommend to the President and Board of Directors on all matters pertaining to Communications and Public Relations and to be responsible for all publications and newsletters.

Educational & Technical - To advise and recommend to the President and Board of Directors on all educational and technical matters.

Finance - To prepare budgets, recommend investments and advise the Board of Directors on matters of dues, fund raising, and expenditures. The Treasurer and Executive Director (if applicable) shall be permanent members of this Committee.

Membership - To solicit and recommend to the Board of Directors on acceptance or rejection of applications for membership.

Future Directions - This Committee is to be established as requested by the President at time intervals of no greater than every five years. A full report will be made to the Board of Directors and to the membership

Section 3. *Nominating Committee* - At least 90 days before the Annual Meeting the Board of Directors shall appoint a Nominating Committee of 3 persons to nominate candidates for the Board of Directors. The Committee shall notify the Secretary, in writing, at least 30 days before the date of the annual meeting, of the names of the candidates it proposes, and the Secretary shall mail, fax or electronically transmit a copy thereof to the last recorded address, fax number or e-mail address of each member at least 20 days before the annual meeting.

Section 4. *Independent Nominations* - Nominations for Directors may also be made, endorsed with the names of not less than 10 members of the Association, if received by the Secretary at least 30 days prior to the annual meeting of the Association for immediate transmittal by him to the members.

Article XIII -*Mail Vote*

Section 1. Whenever, in the judgement of the Board of Directors, any questions shall arise which it believes should be put to a vote of the entire membership and when it deems it inexpedient to call a special meeting for such purpose, the Directors may, unless otherwise required by these Bylaws, submit such a matter to the entire membership in writing, by mail, fax or other electronic transmission for vote and decision, and the question thus presented shall be determined according to a simple majority of the votes received by mail within 30 days after such submission to the membership, provided that in each case votes of all members shall be received. (See note). Any and all action taken in pursuance of a simple majority mail, fax or other electronic transmission vote in each such case shall be binding upon the Association in the same manner as would be action taken at a duly called meeting.

NOTE: In the event that the entire membership (as required by Article XIII) does not respond to the mail, fax or other electronic transmission vote, then the returned votes must at least consist of a quorum of the entire membership. A quorum for returned ballots shall consist of at least 2/3 of the entire membership. In this case, a simple majority of the returned ballots will determine the outcome of the question presented.

Article XIV -*Fiscal Year*

The fiscal year shall commence on the 1st day of January and shall end on the 31st day of December.

Article XV -*Indemnification*

The Association may, by resolution of the Board of Directors, provide for indemnification by the Association of any and all of its Directors or Officers or former Directors or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been Directors or Officers of the Association, except in relation to matters as to which such Director or Officer or former Director or Officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article XVI -*Dissolution*

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. On dissolution of the Association any funds remaining shall be refunded to the members pro-rated in accordance to each member's annual dues paid to the association in the fiscal year preceding dissolution, excluding initiation fees.

Article XVII -*Amendments*

Upon proposal by the Board of Directors, these Bylaws may be amended, repealed, or altered, in whole or in part:

- (a) by a majority vote at any duly assembled meeting of the members of the Association, provided that a copy of any amendment proposed for consideration shall be mailed, faxed or electronically transmitted to the last recorded address, fax number or e-mail address of each member at least thirty (30) days prior to the date of the meeting; or
- (b) by approval of the members through mail, fax or other electronic transmission vote in accordance with the provisions of Article XIII.