



**BYLAWS
OF
NIBA-THE BELTING ASSOCIATION**

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

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

Section 2. - PURPOSES - The purpose of NIBA shall be to further the interests of all distributor/fabricators and manufacturers of conveyor and flat power transmission belting and material that enhances/changes belt. NIBA shall:

- * Promote the use of belting through the distribution process
- * Represent and promote the belting industry
- * Increase the members' level of business and technical expertise
- * Provide a forum for the mutual, profitable exchange of ideas.

Section 3. - LEGAL LIMITATIONS - Nothing contained in these bylaws shall authorize or empower NIBA to perform or engage in any act or practice prohibited by antitrust laws of the United States or the State of Illinois.

Section 4. - DURATION - NIBA shall have perpetual duration. In the event of liquidation or dissolution of NIBA, whether voluntary or involuntary, or by operation of law, after payment of all debts of NIBA, the property or other assets of NIBA, and any proceeds thereof, insofar as permitted by law, shall be distributed to such non-profit corporations, associations, funds, and foundations, which shall be exempt from federal income taxes under Section 501(c) (3) or Section 501(c) (6) of the Internal Revenue Code or such corresponding section or sections as may from time to time be in force, as the Board of Directors of NIBA shall determine.

ARTICLE II - MEMBERSHIP

Section 1. - DISTRIBUTOR/FABRICATOR MEMBERSHIP - Any partnership, firm, or corporation engaged in the distribution and/or fabrication of conveyor and flat power transmission belting and material that enhances/changes belt, and who meets the membership eligibility requirements as approved from time to time by the Board of Directors shall be eligible for membership in NIBA. To qualify as a distributor/fabricator, partnership, firm, or corporation must own a mechanical slitter and/or splicing equipment, have a stocking inventory and/or fabrication equipment greater than \$50,000, and provide services and support to end users or other distributors.

Section 2. - BELTING MANUFACTURER MEMBERSHIP - Any partnership, firm or corporation engaged in the manufacture of conveyor and flat power transmission belting for sale primarily to distributor/fabricators and who meets the eligibility requirements as approved from time to time by the Board of Directors shall be eligible for membership in NIBA. The manufacture of belting must be a significant portion of business activity.

Section 3. - COMPONENT MANUFACTURER MEMBERSHIP - Any partnership, firm or corporation engaged in the manufacture of material, parts, machinery, or equipment that enhances/changes belt, for sale primarily to distributor/fabricators and who meets the eligibility requirements as approved from time to time by the Board of Directors shall be eligible for membership in NIBA.

Section 4. - AFFILIATE MEMBERSHIP - Any partnership, firm or corporation whose product or service is directly related to the interests of the other classes of membership, and whose relationship to the other members is deemed beneficial enough by the Board of Directors to qualify for "Affiliate" Membership. This class of membership shall not have the right to vote, hold office, or serve on the Board of Directors of NIBA. However, they may serve on Association committees at the discretion of the President of NIBA. Affiliate members do not stock belt, nor are they manufacturer's representatives or sales agents.

Section 5. - HONORARY AWARD - Honorary Award may be tendered by the Board of Directors to any outstanding individual who is retired or deceased and is a former member of NIBA. Such members shall have had a minimum of ten (10) years active service. The privileges of an award shall not include the right to hold office, vote or take any active part in the governance of NIBA. No membership dues shall be required. In addition, all candidates must be approved by a 3/4 majority vote of the NIBA Executive Committee and 2/3 majority vote by the NIBA Board of Directors. Such members shall not pay registration fees for themselves (only) at any NIBA function. Rights of this award will continue into perpetuity.

Section 6. - TERM OF MEMBERSHIP - Membership shall begin after approval of the completed membership application by the Board of Directors at their next regular meeting or by electronic vote and payment of appropriate membership fees. Each membership shall be automatically renewed from year to year and shall continue indefinitely until terminated by:

- * Written notice from the member in accordance with the terms of the Membership Agreement
- * Action of the Board
- * A member no longer qualifying under Article II - Membership.

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

ARTICLE III - BOARD OF DIRECTORS

Section 1. - COMPOSITION OF BOARD OF DIRECTORS - The government of NIBA, the direction of its work, and the control and management of its property shall be vested in a Board of Directors which shall be composed of the following, no more than one of whom shall be from the same corporate membership, unless by unanimous consent of the Board:

- A. The President, the 1st Vice President, the 2nd Vice President, and Treasurer of NIBA, and
- B. Seven (7) Directors-at-Large shall be elected to a term of no more than three (3) consecutive one (1) year terms. No more than three (3) Directors -at-Large shall be Manufacturer Members at the time they are elected, and
- C. The most immediate Past President who retains active membership in NIBA,

and

- D. All non-officer Chairs of Board Committees shall be appointed for one year terms by the President and confirmed by the NIBA Board.

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

Section 3. - POWERS OF BOARD OF DIRECTORS - The Board shall have power to:

- A. Adopt rules and regulations for conducting the business of NIBA.
- B. Hire a management firm which will provide full administrative services and staff as required by NIBA and/or to elect an Executive Vice President, who need not be a member of the NIBA Board or of NIBA, and fix the title, salary, and term of office.
- C. Elect Assistant Officers as provided by these Bylaws.
- D. Fill at any regular or special meeting all vacancies on the Board and in the officers until the next election. Such appointments shall not automatically continue.
- E. Elect firms, organizations, and individuals to membership in NIBA, or refuse to elect applicants for membership, or terminate any membership for any reason deemed by the Board to be prejudicial to the best interest of NIBA.

In case of removal for cause, the member shall be given the opportunity of presenting their views to the Board before the membership is terminated.

- F. If appropriate, to create, administer and operate a foundation or foundations, as a separate entity or entities, to perform or engage in such function or activities which are deemed by the Board of Directors as necessary and proper to further the purposes of NIBA.
- G. Approve nominations of the Nominating Committee.
- H. The Board of Directors, at its discretion, may authorize the Executive Committee with the powers to act on its behalf.

Section 4. - QUORUM - A majority of the Board membership at any time shall constitute a quorum. Except as otherwise provided by these Bylaws, the act of a majority of those present at any meeting of the Board at which a quorum is present, shall be the act of the Board.

Section 5. - MEETINGS - The Board shall meet at least three (3) times during each fiscal year. Additional meetings may be called by the President upon request of any three Board members and by giving reasonable advance notice of such meeting to each Director.

Section 6. - TELEPHONIC MEETINGS - Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence at the meeting.

ARTICLE IV - ELECTIONS

Section 1. - NOMINATING COMMITTEE - On or before April 1 of each year, the President, with approval and consent of the Board, shall appoint a Nominating Committee consisting of:

- A. the immediate Past President (who will serve as chair)
- B. the First Vice President
- C. Presidential appointee who must be an active member of NIBA and who is serving or has served on the NIBA Board of Directors.
- D. Majority of this committee must be drawn from the Distributor/Fabricator member category.

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

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

Section 4. - ADDITIONAL NOMINATIONS - Any five (5) members in good standing may make additional nominations, not exceeding the number of vacancies to be filled in the offices and on the Board, by submitting such nominations to the Executive Vice President in writing signed by such nominating members, together with the written consents of such nominees to serve. Additional nominations and consents must be received by the Executive Vice President within ten (10) working days after the Nominating Committee's list is mailed to the membership.

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

One such ballot shall be mailed by the Executive Vice President or such other person as may be designated by the Board to each member in good standing, with instructions that the ballots be returned to the Executive Vice President by a date, which shall not be less than ten (10) nor more than twenty (20) days after the date on which such ballots are mailed to the membership.

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

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

Section 6. - TIME NOT OF ESSENCE - Elections shall not be invalid because the matters provided for in Sections 1 and 3 of this Article have not been completed within the time limits

designated in said Sections, but the Board, Officers, Executive Vice President, and members shall endeavor to complete the election process by July 1 of each year.

ARTICLE V - OFFICERS AND DUTIES

Section 1. - With the exception of the Executive Vice President and the Secretary, any elected officer of NIBA must be employed by a Distributor/Fabricator Member or a Manufacturer Member of NIBA.

Section 2. - PRESIDENT - The President shall from time to time make recommendations to the Board for achieving NIBA's goals and shall provide leadership in carrying out programs adopted by the Board for achieving such goals. The President shall preside at all meetings of the NIBA membership and of the NIBA Board, or if absent, shall select an Officer of the NIBA Board to preside, and shall be an ex-officio member of all committees. At any NIBA or Board meeting where there is a tie, the Presiding Officer shall cast the deciding vote.

Section 3. - 1st VICE PRESIDENT - The 1st Vice President shall be the understudy and assistant to the President and shall perform such duties as may be assigned by the President or the Board.

Section 4. - 2nd VICE PRESIDENT - The 2nd Vice President shall perform such duties as may be assigned by the President or the Board. He or she shall serve as the Chair of the Program Committee.

Section 5. - TREASURER - The Treasurer shall have general supervision over all NIBA funds, make periodic review of fiscal practices, and shall submit, or cause to be submitted, financial reports to the Board at all regular meetings. Other such duties may be assigned to the Treasurer by the President or the Board, all or part of which may be assigned to the Executive Vice President or to a staff member under the supervision of the Executive Vice President.

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

Section 7. - EXECUTIVE VICE PRESIDENT AND SECRETARY - The Executive Vice President of NIBA shall be elected by the Board. The Executive Vice President shall:

- A. Have general charge of all of the business and affairs of NIBA under the direction and supervision of the President and the Board.
- B. Conduct official correspondence, preserve all books, minutes, documents, communications, and records of NIBA.
- C. Have general supervision over all employees of NIBA including the right to employ, discharge and fix salaries.
- D. Perform such duties as may be incidental to the office, subject to the direction of the Board.

Section 8.- ASSISTANT SECRETARY OR ASSISTANT TREASURER - An Assistant Secretary or Assistant Treasurer may be elected by and serve at the pleasure of the Board

under the supervision of the Executive Vice President. The Assistant Secretary or Assistant Treasurer may be elected from NIBA's employees and need not become a member of NIBA. The Assistant Secretary or Assistant Treasurer shall not be a member of NIBA or of its Board of Directors by virtue of holding office.

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

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

ARTICLE VI - COMMITTEES

Section 1. - STANDING COMMITTEES - Standing Committees shall include:

- A. **EXECUTIVE COMMITTEE** - The Executive Committee shall consist of:
1. the President
 2. the 1st Vice President
 3. the 2nd Vice President
 4. the Treasurer
 5. the Immediate Past President

The Board of Directors, at its discretion, may authorize the Executive Committee with powers to act on its behalf.

- B. **NOMINATING COMMITTEE** - The Nominating Committee shall consist of three (3) NIBA members as provided in Article IV, Section 1, and shall have the duty of selecting nominees for the various offices and positions on the Board as provided in Article IV, Section 2.
- C. **EDUCATION/TECHNICAL COMMITTEE** - The President shall appoint this committee's Chair, who in turn shall select its committee members.
- D. **MARKETING COMMITTEE** - The President shall appoint this committee's chair, who in turn shall select its committee members.
- E. **MEMBERSHIP COMMITTEE** - The President shall appoint this committee's chair, who in turn shall select its committee members.
- F. **PROGRAM COMMITTEE** - The Program Committee chair shall be the 2nd Vice President, who in turn shall select its committee members.
- G. **PRODUCTS & SERVICES COMMITTEE**- The President shall appoint this committee's chair, who in turn shall select its committee members.

Section 2. - AD HOC COMMITTEES - Such other ad hoc committees may be appointed by the President with the advice and counsel of the Board.

ARTICLE VII - MEETINGS

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

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

Section 3. - NOTICE - Written notice stating the place, day, and hour of any annual, regular or special meeting of members shall be delivered, either personally, or by mail, by the Executive Vice President of NIBA, not less than (10) days prior to the date of such meeting.

The purpose of and the business to be transacted at the meeting shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when addressed to the Voting Representative and deposited in the United States Mail.

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

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

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

ARTICLE VIII - MISCELLANEOUS

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

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

Section 3. - DUES - The annual dues, initiation fees, and special assessments of members shall be determined by the Board.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENTS

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

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

Section 3. - MEMBERS' VOTE - To be adopted, any proposed amendment, after being approved by the Board, must receive a two-thirds (2/3) majority vote of those members present at any annual, regular or special meeting which is duly called and convened and where a quorum is present; provided that, in the case of a meeting, notice of the proposed change shall have been mailed by the Executive Vice President to each member not less than ten (10) working days prior to such meeting.

In the case of a letter ballot, one such ballot shall be mailed by the Executive Vice President or such other person as may be designated by the Board to each member in good standing, with instructions that the ballots be returned to NIBA offices by a certain date, which shall not be less than ten (10) nor more than twenty (20) working days after the date on which such ballots are mailed to the membership.

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

AMENDMENTS MADE TO THE BYLAWS

June 25, 1988	October 4, 1988
July 10, 1991	September 15, 1993
July 24, 1995	July 31, 1998
July 31, 2001	July 31, 2004
July 31, 2007	

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