

OPEAA BYLAWS

ARTICLE I NAME AND LOCATION

Section 1. Name

The name of the Association shall be the Outdoor Power Equipment Aftermarket Association, Inc., a non-profit Association incorporated in the District of Columbia.

Section 2. Location

The administrative offices of the Association shall be in such place as the Board of Directors may designate from time to time.

ARTICLE II TERMS AND DEFINITIONS

Section 1.

Whenever used in these Bylaws:

"Association" shall mean the Outdoor Power Equipment Aftermarket Association.

"Aftermarket" shall mean any replacement part and/or accessory manufactured for replacement.

"Manufacturer" shall mean an entity that is involved in the process of making outdoor power equipment aftermarket replacement parts by hand or by machinery.

"Distributor" shall mean one that markets and/or wholesales outdoor power equipment aftermarket replacement parts and/or accessories.

ARTICLE III PURPOSES

The purposes for which the Association is organized are:

- A. To promote the quality of replacement parts as an equivalent and economical means for the maintenance and repair of outdoor power equipment.
- B. To advance the goals and objectives of the outdoor power equipment aftermarket industry.

- C. To promote the professionalism and a high level of ethical conduct of individuals engaged in the aftermarket segment of the outdoor power equipment industry.
- D. To provide educational programs and services for the development of industry members.
- E. To establish and maintain contacts and relationships with other segments of the outdoor power equipment industry.
- F. To promote a better understanding between outdoor power equipment dealers and retailers of the capability of aftermarket manufacturers, distributors and importers to provide products and services necessary to meet the needs of the customers.

ARTICLE IV MEMBERSHIP

Section 1. Classes of Membership

There shall be three (3) classes of membership: Corporate members, Regional Distributor members, and Affiliate members. Individuals from any class of membership may serve on committees, vote in committees, and otherwise perform duties in accordance with procedures established by the Board of Directors or these Bylaws.

Section 2. Corporate Member

Corporate membership in the Association shall be open to any business entity actively engaged in the (1) manufacture, (2) import, (3) raw material supply of or for aftermarket replacement parts for outdoor power equipment.

Section 3. Regional Distributor Member

Regional distributor membership in the Association shall be open to any business entity whose primary activity is the local distribution of aftermarket parts and accessories for outdoor power equipment.

Section 4. Voting Representative

Each Corporate and Regional Distributor member is entitled to have one (1) vote to be cast through its voting representative. Each voting representative shall enjoy the full rights and privileges of the Association, including the right to hold office and chair committees. The name of the voting representative shall be designated at the time the application for membership is filed with the national office and may be changed by virtue of written notification from the member to the administrative headquarters of the Association.

Section 5. Affiliate Member

Affiliate membership in the Association shall be open to any business entity, individual, or any other interested party which is desirous of furthering the purposes and objectives of the Association but which may not qualify for membership in any of the above categories. Such entities as (1) Press, (2) Financial Institutions, (3) Academic Institutions, (4) Consultants, and (5) retailers would be examples of an Affiliate Member. Affiliate members shall not be eligible to vote, hold an elective office, but may serve on committees, may be appointed as committee chairs and shall otherwise enjoy all other rights and privileges of the Association.

Section 6. Application for Membership

Any business entity or individual eligible for membership, as defined in Article IV, Sections 2, 3 and 4, may make written application to the administrative headquarters of the Association for membership. All such applications shall be reviewed, and accepted or rejected, pursuant to procedures that may be adopted by the Board of Directors.

Section 7. Voluntary Resignation of Membership

A member may resign at any time. Such resignation shall be in writing, addressed to the President of the Association, and delivered to the administrative headquarters of the Association. Resignation of membership shall become effective at the time of receipt or at a later time, if so designated in the letter of resignation. Such resignation shall not relieve the resigning member of its obligations for the payment of dues, assessments, or other charges accrued or unpaid on the date resignation becomes effective.

Section 8. Termination of Membership

Members in any membership classification may have their membership terminated for cause by two-thirds (2/3) vote of the Board of Directors present at any meeting. For any cause other than nonpayment of dues, the vote for removal shall occur only after the member has been advised of the pending Board action and has been given a reasonable opportunity for defense; and such member, if removed, may appeal the decision of the Board at the next annual business meeting of the Association, provided notice of the appeal has been given to the President, at least ten (10) days in advance of the meeting.

Section 9. Grounds for Termination of Membership for Cause

Grounds for termination for cause shall include:

- A. Willful or repeated conduct in violation of the antitrust laws of the United States and/or willful or repeated conduct in violation of federal or state laws and

regulations prohibiting businesses from engaging in anti-competitive, unfair, or deceptive acts or practices.

- B. Failure to abide by and adhere to the Code of Ethics of the Association.
- C. Any other conduct by a member, or a member's officers or employees which reflect adversely on the reputation and good will of the Association.

Section 10. Rights upon Cessation of Membership

Upon cessation of membership, no former member shall be entitled to any interest in the assets of the Association and to any claim against the Association or its remaining members, relative to matters involving the Association.

ARTICLE V DUES AND FISCAL YEAR

Section 1. Dues Period, Determination and Adjustments

Corporate, Regional Distributor and Affiliate membership in the Association shall be for a twelve (12) month period ending January 31. The first year's dues will be prorated to the next January 31. Dues for all classes of members shall be established by the Board of Directors and shall be effective immediately upon their adoption or upon such date as established by the Board of Directors.

Section 2. Fiscal Year

The fiscal year of the Association shall be from January 1, through December 31. A review by a certified public accountant of the books and records of the Association shall be conducted at such times as directed by the Board of Directors. A copy of the review shall be available in the National Office for inspection by any member.

Section 3. Dues Delinquencies

Dues for members shall be due and payable within thirty (30) days of billing. If a member is in arrears for more than ninety (90) days, as to the payment of their dues, that member's rights in the Association shall cease without further notice. Delinquent members, who subsequently pay their dues, may be reinstated at the discretion of the Membership Committee.

ARTICLE VI MEMBERSHIP MEETINGS AND VOTING

Section 1. Annual Meeting

There shall be an annual business meeting of the Association and its members at such place and on such dates as may be determined by the Board of Directors for transaction of such business as may be properly brought before the meeting. Notice of the annual business meeting shall be mailed to the last reported address of each active member at least sixty (60) days prior to the date of the meeting. The annual business meeting shall be open to all classes of membership and voting rights as described in Article IV shall prevail.

Section 2. Special Meetings

Special meetings of the membership may be called by the Board of Directors at any time or be called by the President upon written request of twenty percent (20%) of all corporate members. The business to be transacted at such special meetings shall be stated in a special notice and no other business may be conducted at that time.

Section 3. Voting of the Membership

Each Corporate member shall appoint and certify to the President of the Association one (1) person to be its voting representative to the Association. This representative shall represent, vote, and act for the Corporate member in all affairs of the Association. Each Corporate member shall also designate an alternative representative. The appointment of any voting representative or alternate may be revoked by the Corporate member at any time by notifying the President in writing. Each Corporate member shall have one (1) vote.

Section 4. Voting by Mail

Whenever the Board of Directors or Executive Committee considers that a question has arisen which should be put to a vote of the active membership and that it is unnecessary or inexpedient to call a special meeting, the Executive Committee or Board of Directors may submit the matter to the active membership in writing, by mail or email for a vote and decision. The issue shall be determined according to the votes of a majority of the total votes cast. Any vote taken under the provisions of this Section shall have the same effect as though taken at a meeting of the Association.

Section 5. Quorum

A majority of those members present at any membership meeting shall be considered a quorum for the purpose of transacting business. The order of business may be altered or suspended at any annual business meeting by a simple majority vote. Parliamentary procedures, as set forth in Robert's Rules of Order, shall govern all deliberations.

ARTICLE VII BOARD OF DIRECTORS

Section 1. Authority and Responsibility

The governing body of the Association shall be its Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs of the Association, its committees, and publications. It shall determine the general policies of the Association, actively promote the Association's objectives, and shall supervise the disbursement of its funds. The Board may adopt rules and regulations for the conduct of its business.

Section 2. Board Composition

The Board of Directors shall be composed of not less than five (5) nor more than seven (7) elected directors, three (3) elected officers, a President, a Vice President, a Secretary/Treasurer and one (1) ex-officio member, which shall be the Immediate Past President. The Immediate Past President shall succeed to that office upon the elevation of his/her successor without election.

Section 3. Terms of Office

Directors shall be elected for two year terms. Elected directors shall be eligible for reelection to one additional consecutive two year term. Each newly-elected director shall take office at the conclusion of the annual business meeting and serve for their specified term or until their successors are elected.

Section 4. Meetings

The Board of Directors shall hold at least two (2) regular meetings each year, one of which shall be held in conjunction with the annual meeting of the Association. The time and place of the meetings shall be designated by the President. Meetings of the Board will be called by the President at such times and place as he/she may designate and shall be called upon demand of the majority of the Directors, at such time and place as such Directors designate. Notice of all meetings of the Board of Directors shall be sent by mail or email to each Director at least ten (10) days in advance of such meeting.

Section 5. Quorum

A majority of the Directors shall constitute a quorum at any meeting of the Board of Directors.

Section 6. Vacancies

Vacancies on the Board shall be filled by nomination by the President and confirmed by the Board of Directors, to complete the term of office of the vacancy. Any individual, if appointed to fill one year or less of a two (2) year term of office, may be reelected for two (2) full terms after their initial election.

Section 7. Absences

Any member of the Board of Directors who is unable to attend a meeting shall, in a letter addressed to Vice President, state their reason(s) for the absence. If a Director is absent from two (2) meetings in any one (1) fiscal year, for reasons which the Board shall determine to be insufficient, the director's resignation shall be deemed to be rendered and accepted, and they shall be so notified.

Section 8. Meeting by Telephone

Members of the Board of Directors or any committee of the Board may participate in any meeting of the Board or committee by conference telephone or similar communication equipment by which all persons participating in such telephone call meeting can hear each other. Participation in such a meeting pursuant to this Section shall constitute presence in person at such meeting.

Section 9. Consent in Lieu of Meeting

Any action required or permitted to be taken at any meeting of the Board of Directors or any meeting of a committee of the Board may be taken without a meeting, without prior notice and without a vote of the Board of Directors or any committee thereof, as the case may be, if a majority of the membership thereof consents thereto in writing and such writings are filed with the minutes in the Association's national office.

Section 10. Resignation

Any Officer or Director may resign, at any time, by giving written notice to the President. 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 Board of Directors.

ARTICLE VIII OFFICERS

Section 1. Officers

The elected Officers of the Association shall be elected by the Members of the Association. The elected officers shall be a President, a Vice President, and a Secretary/Treasurer. The other officer shall be the Immediate Past President.. Each of the elected officers shall have served as a Director for at least one year and shall serve a one (1) year term for the office to which elected and shall take office at the conclusion of the annual business meeting. Each officer shall serve their specified term or until their successor is elected. An elected officer may be eligible for re-election to any officer position after a period of at least two (2) years has occurred between his/her period of service and the term under consideration.

Section 2. Duties and Responsibilities Of The Officers

- A. *President.* The President shall be Chief Elected Officer of the Association, and shall serve as Chairman of the Board of Directors and the Executive Committee. The President shall also serve as an ex-officio member on all committees, except the Nominating Committee, and shall recommend all required appointments to standing and special committees.

At the annual business meeting of the Association and at such other times as deemed proper, the President shall communicate to the members such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Association. The President shall perform such duties as are necessarily incident to that office, or as may be prescribed by the Board of Directors.

- B. *Vice President.* It is intended that the Vice President succeed to the Presidency. The Vice President shall perform such duties as are delegated or assigned by the President or the Board of Directors and shall perform the duties of the President in the event that individual is unable to act.
- C. *Secretary/Treasurer.* The Secretary/Treasurer shall have the usual duties of a corporate Secretary and Treasurer and may appoint an Assistant from the staff to carry out routine duties. All routine duties of the Secretary/Treasurer may be delegated in whole or in part to the staff at the National Office. The Secretary/Treasurer shall familiarize himself/herself with the financial policies, investment policies, and accounting procedures of the Association. The Secretary/Treasurer shall consult with the President, and certified public accountants when retained, on such matters as he/she deems desirable in order to make a full and complete report at such times as the Board of Directors may desire. This report will be presented by the Secretary/Treasurer as required at each meeting of the Board of Directors as well as at each annual business meeting.

Section 3. Vacancies of the Elected Officers

A vacancy in the office of President, or Vice President, shall be filled by the next succeeding officer. The President, in consultation with the nominating committee, shall recommend an individual to the Board of Directors for approval to serve as acting Secretary/Treasurer, until the next annual election of the officers.

ARTICLE IX COMMITTEES

Section 1. Establishment of Special Committees

The Board of Directors shall have the power to create select committees and/or task forces of the Association; to define, limit or enlarge the functions of any such committee consistent with these Bylaws. The President shall appoint and remove committee chairpersons and members and fix the terms of such appointments, which terms shall not exceed the term of the President. The Board of Directors may refer or assign any matter to any committee, make rules with respect to their government not inconsistent with these Bylaws and discharge or terminate any such committee. Each committee shall formulate its own internal rules, regulations and policies subject to the approval of the Board. Any regulations or policies which affect the rights of the membership shall be subject to confirmation by the Board of Directors before becoming effective.

Section 2. Standing Committees

The Standing Committees of the Association shall be:

Section 2. A. Executive Committee

The Executive Committee may act in place of/or instead of the Board of Directors between Board meetings, on all matters except those specifically reserved to the Board by the Board. Actions of the Executive Committee shall be reported to the Board by mail or at the next Board of Directors meeting. The Executive Committee shall consist of the three (3) elected officers, and the Immediate Past President..

Section 2. B. Nominating Committee

The Nominating Committee shall consist of at least three (3) members appointed by the President not later than ninety (90) days prior to the annual business meeting. Not less than sixty (60) days prior to the annual business meeting, the Nominating Committee shall nominate sufficient members to fill the positions for directorships whose terms expire that year, and shall nominate members to fill all elected-officer positions. All nominees shall then be consulted to determine their willingness to undertake the duties of the position to which the Committee shall nominate them. Staff at the National Office shall, at least thirty (30) days prior to the annual business meeting, cause the Nominating Committee's report to be mailed or emailed to all members. No more than two (2) members of the Board of Directors may be appointed to serve on this Committee.

Section 2. C. Finance Committee

The Finance Committee shall be chaired by the Secretary/Treasurer. Its membership shall consist of the President, the Immediate Past Secretary/Treasurer, and the current Secretary/Treasurer. They shall meet annually, and as otherwise requested, prepare and submit recommendations for approval by the Board of Directors for the orderly receipt and expenditure of the Association's funds. The Committee shall also, from time to time,

review dues, contributions, and assessments, to assure that the Association meets its financial obligations.

Section 3. Committee Quorum

- A. *Executive Committee.* Three of the four members of the Executive Committee shall constitute a quorum in any duly-called meeting of the Committee. The President shall call such meetings of the Executive Committee at any time he/she feels the business of the Association may require such a meeting, or a meeting may be called by the President upon the request of three (3) members of the Executive Committee.
- B. *General Committee Quorum.* A majority of those committee members present at any duly-called meeting of a committee, other than the Executive Committee, shall constitute a quorum for purposes of conducting business of that committee.

ARTICLE X SEAL

The Board of Directors shall provide a suitable seal containing the name of the Association and the place and year of incorporation which shall be in the custody of the Secretary/Treasurer or his/her designee.

ARTICLE XI DISSOLUTION

In the event of the dissolution or final liquidation of the Association, the Board of Directors shall, after making provisions for the payment of all liabilities of the Association, dispose of all the assets of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE XII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts

The National Office is authorized to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. In addition, the Board of Directors may by resolution grant similar authority to any officer or agent of the Association as it sees fit.

Section 2. Checks, Drafts.

All checks, drafts or orders for payment of money, or notice of other evidence of indebtedness incurred in the name of the Association shall be signed by a representative at the National Office of the Association. The Secretary/Treasurer shall likewise have authority to sign all checks, drafts, and notes of indebtedness on behalf of the Association. All notes or indebtedness, over \$25,000 whether signed by the staff member, the Secretary/Treasurer, or any other duly authorized officer or agent of the Association, shall be accompanied by a resolution passed by the Board of Directors authorizing such indebtedness. All funds of the Association shall be deposited from time to time to the credit of the Association's financial institution or other entities as the Board of Directors may select.

Section 3. Non Profit Character

The Association does not afford any pecuniary gain, incidentally or otherwise, to its members. There shall be no personal liability of members for corporate obligations.

ARTICLE XIII INDEMNIFICATION

The Association shall indemnify, to the extent permitted by the laws of the District of Columbia, every individual who has been or now is (1) a duly elected or appointed director of the Association; or (2) a duly elected or appointed officer of the Association; or (3) an employee of the Association in the performance of their specified duties; or (4) a member of any committee of the Association; or (5) any person who has been or now is serving at the Association's request as a representative, director, or officer of another corporation, whether for profit or not for profit. Said individuals shall be indemnified against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having served in such capacity, as described above, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnification may be deemed exclusive of any other rights of which such individual may be entitled, under any Bylaw, agreement, vote of the Board of Directors, members, or otherwise.

ARTICLE XIV AMENDMENTS TO THE BYLAWS AND ARTICLES OF INCORPORATION

Section 1. Amendments By The Membership

These Bylaws may be adopted, altered, amended or repealed by affirmative majority vote of the members of the Association present and voting at any duly-called meeting of the membership, provided that a copy of any proposed amendment be mailed at least thirty (30) days before the date of such meeting.

Section 2. Amendments By The Board of Directors

Subject to the rights of the membership to adopt, amend or repeal these Bylaws as provided in Article XIV, Section 1, the Board of Directors may amend or repeal any of these Bylaws.

Section 3. Amendments to The Articles Of Incorporation

Amendments to the Articles of Incorporation shall be made in the following manner: the Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at any annual business or special meeting of members having voting rights, or such vote may be conducted by mail or email.

Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote, at least thirty (30) days prior to voting.

The proposed amendment shall be adopted upon a majority vote of the membership present and voting. If the vote is conducted by mail or email, approval by two-thirds (2/3) of the votes received shall be required to adopt the proposed amendment, provided that, in either case, at least one quarter of the members shall have voted.

ARTICLE XV EFFECTIVE DATE OF BYLAWS

These Bylaws shall become effective in force at the time of their adoption.