

**BYLAWS OF THE
TOOL, DIE & MACHINING ASSOCIATION OF WISCONSIN**

These Bylaws and the TDMAW Rules of the Road were developed as governing documents for the Association. It is the intention that both documents are followed by all.

Article I – Name

The name of the organization shall be the Tool, Die and Machining Association of Wisconsin ("TDMAW").

Article II – Purpose

The purpose of the TDMAW is to promote the growth and general welfare of the tool, die and machining community in Wisconsin through professional education for its members, encouraging member companies to offer apprenticeship opportunities, provide scholarships to students engaged in tool, die and machining at the high school and post-secondary levels.

Article III - Definitions

Section 1.

The term "Tool & Die, "Machining" or "Industry" includes the designing, manufacturing, repairing or assembling for sale special dies, jigs, fixtures, cutting tools, molds, gages, special-purpose machinery and machining services. Machining refers to the cutting, shaping, or finishing of metal by machine. Any of various processes in which a piece of raw material is cut into a desired final shape and size by a controlled material-removal process.

Section 2. The term "Member" may be:

- Member Company (One vote per member company)
- Individual Members
 - Retired Member
 - Honorary Member

Section 3.

An "Accredited Representative" of a Member Company must be an owner, or one person appointed by the owner(s), of a Member Company and is authorized to represent the member in all proper deliberations and actions of this Association. The person appointed by the owner must be on record with the Association Headquarters.

Article IV - Membership

Section 1.

A TDMAW Member Company – An independent corporation or business entity with operations located in Wisconsin who engages in the business of machining as defined in Article 1, Section 1, and agrees to abide by TDMAW Core Values:

Passion for Industry

We believe all members should enthusiastically demonstrate machining excellence, development of their companies and their employees for the betterment of Wisconsin.

Integrity

We believe that all members exhibit moral and ethical standards that will foster trust between employees and employer, as well as maintain strong relationships between member businesses.

Pride in Workmanship

We believe TDMAW members will consistently strive to produce the highest quality goods to exceed customer expectations and to uphold the outstanding reputation of TDMAW.

Advancement through Education (Member Representative, employees, future employees)

We believe in providing quality educational programming to enhance the member experience. Such programming includes training with such depth and breadth to not only grow the Member Representative, but also his/her fellow employees and the future employees of the industry.

Collaboration

As a TDMAW member, I will develop relationships with other TDMAW members to share best practices and to help other members succeed.

If a Member Company does not abide by TDMAW Core Values, the Conduct Detrimental clause, Article IV, Section 7(c), will be invoked.

Membership is not valid until dues payments are received by Headquarters.

Section 2.

Honorary Members - Any individual, who by virtue of outstanding service of accomplishment has rendered valuable aid to the Association, may at the discretion of the Board of Directors be made an Honorary Member and may attend meetings and all functions of the Association but may not vote or hold office.

Section 3.

Representation - A Member Company is entitled to representation by any accredited representative at all meetings and activities of the Association.

Section 4.

Voting – Only one Accredited Representative of a Member Company may vote. Retired and/or Honorary members can vote as an Accredited Representative of a Member company.

Section 5.

Election of Member Companies- Applications must be submitted in writing. Eligibility and recommendation for membership must be approved by a two-thirds majority of the Membership Committee. Should the Membership committee have concerns regarding an applicant, it may refer the application to the Board for counsel.

All members companies will be notified in writing and given 5 business days to submit written objection(s). If no objections are received, the prospective company will be notified and granted membership upon payment of required dues and fees. Objection(s) to a company's approval will be reviewed and determined by the majority of the Membership Committee, with the final decision by the Board of Directors.

Section 6.

Resignation - Any member at any time may give written notice to the Association Headquarters of intention to withdraw from membership. Dues or financial obligations will not be refunded.

Section 7.

Cancellation of Membership - Cancellation of membership shall be considered for any of the following reasons:

- a) Non-payment of dues. - After January 31st, non-payment of dues for the current year will be considered sufficient cause to cancel a membership. This date may be extended at the discretion of the Membership Committee.
- b) Change of ownership status. If the ownership status of a Member company changes, establishing doubt as to continued eligibility, the Membership Committee will investigate and recommend appropriate action to the Association.
- c) Conduct Detrimental to the legitimate interests, lawful objectives and core values of the Association. A written statement outlining this detrimental conduct must be submitted to the Board of Directors for review. During the review process, the Board may seek legal counsel. The Board may qualify or reject the submission and determine if further action is warranted and members are to be notified. If member companies are notified, a vote will be called. The final determination must meet voting requirements to terminate membership.

Said suspended member shall then have a right to appeal such suspension at the next two (2) General Membership Meetings. Should said member be unsuccessful in such appeal or fail to appeal, then said member's membership shall be canceled upon a two-thirds vote of the members present. In the event a two-thirds vote is not obtained, then such membership shall be reinstated.

Section 8.

Retired Membership - A representative of a Member company who is retiring from that company may ask the Membership Committee to consider retired membership status. Retired Members shall be entitled to the same privileges as Members. Voting rights, however, are not a privilege of Retired Members.

Article V - Dues

Section 1.

The Membership year commences January 1 and terminates December 31.

- Member Companies: The annual renewal dues for the Member Companies shall be payable in advance.
- New Member Companies: Dues will be prorated at the discretion of the Membership Committee.

Section 2.

Honorary Member - There shall be no dues for Honorary Members.

Section 3.

Retired Member - Dues will be 25 percent of Company Member dues.

Article VI - Meetings

Section 1.

Annual Meeting - At the Annual meeting, the Membership of the Association shall elect the five (5) members who shall serve as the Board of Directors of this Association for one (1) year, or until their successors have been duly elected and installed. (As required by State law.)

Section 2.

Regular Meetings - There shall be periodic meetings of the membership. Notice of the time, place and agenda shall be communicated to each Member at his or her last recorded address at least five (5) days in advance of each meeting.

Section 3.

Quorum - Ten percent (10%) eligible Member Companies in attendance shall constitute a quorum at any regular meeting.

Section 4.

Attendance - Only accredited representatives of Members, Retired Members, and Honorary Members shall be eligible to attend regular meetings of the Association. Limited guest privileges may be granted with prior approval from the President for the purpose of facilitating the growth, knowledge and integrity of the association's membership. Absentee ballots are encouraged and will be counted if the meeting attendance requirement is met.

Article VII - Board of Directors and Officers

Section 1.

Eligibility Requirements - To be eligible for service as a Director of this Association, a person must be an owner or an Accredited Representative of a Member Company of this Association in good standing.

Section 2.

Board of Directors - The Board of Directors shall be elected at the Annual meeting of this Association and shall consist Accredited Representatives from five (5) Member Companies. Nomination of Directors shall be made by the Nominating Committee. Directors shall hold office for one (1) year, or until their successors have been elected and installed.

Section 3.

Officers - The Board of Directors is comprised of five Officers. They are: Chairman of the Board, President, Vice President, Treasurer and Secretary. The positions shall be determined in advance of the Annual Meeting, by the Nominating Committee, the prospective Board Member and the current year's Board of Directors.

Article VIII - Responsibilities of Officers

Section 1.

Board of Directors - The management, affairs and business of the Association shall be entrusted to the Board of Directors. Board of Directors meetings may be called from time to time as needed. A majority of the Board of Directors constitutes a quorum.

Section 2.

Chairman of the Board - The Chairperson shall conduct an orientation meeting of the newly elected Board of Directors for the purpose of reviewing the Bylaws and Duties of Officers. The Chairman of the Board shall replace the Office of President if such vacancy occurs. The Chairman of the Board shall convene a Nominating Committee to select candidates for the Board of Directors.

Section 3.

President - The President shall conduct all regular meetings and shall direct and represent the activities of the Association. The President shall appoint chairpersons. The President may appoint a liaison or special representative on an as needed basis. The President works with the Treasurer to approve invoices for Association Headquarters.

Section 4.

Vice President - The Vice President shall act in the place of the President whenever the President is temporarily unable to perform his or her functions.

Section 5.

Treasurer - The Treasurer shall work with Association Headquarters to oversee the financial responsibilities of Association. S(he) will be responsible for convening a special budget committee, comprised of all committee chairs, to review and approve the annual budget. The annual itemized budget shall be presented to members. Members will vote on approval by the end of the year. The Treasurer works with the President to approve invoices for Association Headquarters.

Section 6.

Secretary - The Secretary shall carry out any responsibilities assigned by the President.

Section 7.

Executive Director – This position may be created with duties assigned by the Board of Directors.

Article IX - Committees

Duties of Chairpersons: Conduct committee meetings as deemed necessary and keep the President and Association Headquarters informed of meeting substance. Committees shall be composed of three or more persons and are as follows:

Section 1.

Business Alliances – This committee locates, maintains, and monitors relationships with Federated Insurance, Partners, Sponsors and Advertisers and reports back to the members. It is also responsible for the planning and execution of a TDMAW expo, should the Association determine having an expo is in its interest.

Section 2.

Membership Committee - This committee shall determine whether candidates for membership meet the Association's eligibility requirements and then process memberships in accordance with these bylaws. It is also responsible for the attraction and retention of current members. The membership committee will plan the Member Social events (i.e. June Outing, Summer Outing & September Social).

Section 3.

Development Committee – This committee is responsible for the development of Association members, their workforce and those entering the industry. Responsibilities may include apprenticeship, SkillsUSA, promoting and awarding scholarships to award recipients, establishing criteria for new scholarship opportunities, identifying technical program speakers and roundtable facilitators.

Section 4.

Marketing Committee – This committee is responsible for the promotion of the Association and the machining industry via online and/or written publications, its branding and standards.

Section 5.

Ad hoc Committee - The Board of Directors may create and direct committee(s), or assign a special representative(s), as needed.

Article X – Amendments

These bylaws may be amended, repealed or altered in whole or in part by the following procedure:

- A written notice of the proposed changes must be first sent to the Member Companies. The Members have 5 business days to submit suggestions or objections to Association Headquarters. These submissions will be reviewed by the Board of Directors.
- A majority vote by the entire Board of Directors is then required to implement the revised bylaws.

These bylaws provide the governing rules for the operation of the Tool, Die & Machining Association of Wisconsin.

Record of prior Bylaws Amendments: Article 2, Section 8, amended November 1993.

Article II, Sections 5 and 8; Article III, Section 3; Article IV, Sections 3 and 4; Article V, Section 3; Article VI, Sections 1 and 2, Sections 4 through 7; Article VII, Sections 1, 4, and 9 amended October 1995.

Article I, Section 7; Article IV; Section 1; Article V, Section 2; Article VII, Sections 1, 5, 8, 9, 10, amended April 1, 1997.

Article I, Section 2 and Article II, Section 3, amended May 4, 1999.

Article II, Section 7.a: Article VI, Section 4 and 5, amended December 3, 2002.

Article II, Section 1 and Article IV, Section 3, amended May 2, 2006.

Article II, Section 1 and Article IV, Section 3, amended March 6, 2007.

Article IV, Section 3, amended February 5, 2008.

Article II, Section 5, Article IV, Section 1, Article VIII, amended October 6, 2009.

Article V, Section 1, amended on November 19, 2009

Article II, Sections 1, 2, 5; Article III, Sections 2, 3; Article IV, Section 1, 2, 3, 4; Article V, Section 2, 3; Article VI, Sections 2, 3, 4, 5; Article VII, Sections 1, 2, 3, 4, 5, 7, 8 & Section 11 (new bylaw); Article VIII, amended January 10, 2011

Article I, Section 1, 2 and 3; Article II, Section 1, 2, 3, 4, 5, 6, 7a, 7b, 7c. Article III, Section 2 and 3; Article IV, Section 1, 2 and 3; Article IV, Section 1, 2, and 3; Article V, Sections 1, 2 and 3; Article VI, Section 1, 3, 5, 6 and 7; Article VII, Section 3, 6, 8, 9, 10, 11 and 12; Article VIII, amended November 11, 2013.

Article I, Section 2 and Article II, Section 1 amended December 2, 2015.

Article II, Section 1 amended March 22, 2016 (BOD approved).

Article I, Sections 1 & 2; Article II, Sections 1, 2, 5, 7(c), 8; Article IV, Section 3; Article V, Section 3; Article VI Section 2, 3, 5; Article VII Sections 1-13; Added new Article I and II; Renumbered balance of Articles; amended April 24, 2017