



BYLAWS

ARTICLE I

Name

The name of this organization is the **MID ATLANTIC HEARTH, PATIO AND BARBECUE ASSOCIATION (MAHPBA)**, a ~~District of Columbia~~ not-for-profit corporation, hereinafter **referred to as** "the association."

ARTICLE II

Principal Place of Business

The association shall have and continuously maintain ~~in the District of Columbia~~ a registered office and a registered agent whose office is identical with such registered office, and may have such other offices as the Board of Directors may from time to time determine.

ARTICLE III

Purposes

The purpose of the association is to serve as an affiliate of the Hearth, Patio & Barbecue Association, a non-stock membership association incorporated in the District of Columbia (hereinafter "HPBA"), and to provide association services and benefits to its members in an area prescribed by the Board of Directors of the Hearth Products Association; including, but not limited to:

1. Encouraging the creation of new commercial opportunities;
2. Facilitating trade and commerce in the industry through public relations and promotions;
3. Undertaking research and education activities to enhance the professionalism and knowledge of industry members;
4. Advocating the industry's interest in legislative and regulatory processes;
5. To undertake such activities as shall be allowed by the laws of the United States ~~and the District of Columbia~~ or jurisdictions where its members are located.

ARTICLE IV

Membership

Section 1. Member Location. The membership of the organization shall be composed of companies located in the following states: Delaware, Maryland, New Jersey, Pennsylvania and the District of Columbia.

Section 2. Categories.

The organization shall be composed of the following membership categories:

- A. Distributors Category
- B. Retailers Category
- C. Service Category
- D. Associates Category
- E. Manufacturers Representative Category
- F. Non-Profit Category
- G. Manufacturers Category

and such other categories as the Board of Directors shall, from time to time establish. Any individual, partnership, association or corporation eligible for membership in more than one category must become a member of the association in the category which is the primary business of the member or in the higher dues paying category.

- A. Distributors Category. Any individual, partnership, association or corporation engaged in the wholesale distribution to dealers or contractors of goods relating to the use of hearth, barbecue or patio products shall be eligible for membership in the Distributors Category.
- B. Retailers Category. Any individual, partnership, association or corporation engaged in the sale to consumers of hearth, barbecue or patio related products shall be eligible for membership in the Retailers Category.
- C. Service Category. Any individual, partnership, association or corporation engaged in providing mechanical services to the consumer relating to hearth, barbecue or patio related products shall be eligible for membership in the Service Category.
- D. Associates Category. Any individual, partnership, association or corporation having a commercial interest in hearth, barbecue, or patio related products and not eligible for any other nonprofit category shall be eligible for membership in the Associates Category.
- E. Manufacturers' Representative Category. Any individual, partnership, association or corporation engaged in providing independent sales representation for manufacturers of hearth, barbecue or patio related products shall be eligible for membership in the Manufacturers' Representative Category.
- F. Non-Profit Category. Any individual, partnership, association or corporation having a non-profit, non-commercial interest in hearth, barbecue, or patio related products shall be eligible for membership in the Non-Profit Category.
- G. Any individual, partnership, association or corporation who manufactures,

assembles, or markets as a manufacturer or imports into the United States hearth, barbecue or patio related products shall be eligible for membership in the Manufacturer Category.

Section 3. Voting. Each dues-paying member of each category shall be entitled to one vote on all matters brought before that category or before the entire association. Proxy voting shall be permitted subject to rules established by the Board of Directors from time to time including but not limited to notice and form. On all matters brought before the membership for vote, a majority of those voting shall prevail. All matters of business of the association, except as otherwise specified in these Bylaws, may be submitted to the members on a mail, **electronic mail** or facsimile ballots by direction of the Board of Directors, provided that a thirty-day (30) period shall be permitted for voting. On all mail, **electronic mail** or facsimile ballots, a majority of the members voting shall prevail.

Section 4. Admission to Membership. Application for membership in all categories other than Manufacturer shall be made in writing on such form as may be approved by the Board of Directors of the association and accompanied by the applicable enrollment fee as established by the Board of Directors of the association. Any such application may be subject to verification.

Section 5. Suspension and Expulsion. Any member may be suspended or expelled for nonpayment of dues. Except for nonpayment of dues, a member may only be suspended or expelled for due cause upon a majority vote of the Board of Directors. The Board of Directors of the association shall provide notice to a member prior to suspension or expulsion for due cause, and a hearing, the procedure for which shall be determined by the Board of Directors, shall be provided if requested by the member.

ARTICLE V

Meetings of Members

Section 1. There shall be an Annual Meeting of the members and such other meetings of the members as the Executive Committee shall direct, the dates and sites for which shall be set by the Committee, subject to the approval of the Board of Directors.

Section 2. Members shall be notified of meetings not less than ten (10) or more than ninety (90) days in advance in writing.

Section 3. A quorum shall be deemed present at the Annual Meeting or other membership meetings if at least ten (10) voting members are present.

ARTICLE VI

Board of Directors

Section 1. Number and Term of Office. The members of the association shall elect not less than nine or more than fifteen individuals who are members or employees of members of the association to serve **as officers and Directors-At-Large** on the Board of Directors ~~for two-year terms~~. **The individuals elected to serve as officers, in the position of President, Vice President, Secretary, or Treasurer, shall serve one, two-year term. The individuals elected to serve as Directors-At-Large may serve two, two-year terms for a total of no more than four consecutive years.** ~~At the conclusion of a Director's term, the Executive Committee may elect to invite the member to renew for~~

another term. A Director may serve up to three, two-year terms for a total of no more than six consecutive years. **An individual who serves four consecutive years as a Director-At-Large shall wait at least one year before serving as a Director-At-Large again.**

Section 2. Nomination and Election.

- a. MAHPBA Board of Directors. A Nominating Committee consisting of no less than three members of the Board of Directors shall be appointed by the President of the association, subject to the approval of the Board of Directors. The Nominating Committee shall submit to the membership its written report, identifying nominees to the Board of Directors, no later than September 15 of each year.

Any additional nomination for election to the Board shall be made by five (5) or more members of any specific nominee. Such nominations shall be submitted in writing to the Nominating Committee no later than October 1 of each year. These nominations shall be included on the official ballot. There shall be no write-ins on the official ballot. All nominees must agree to serve on the Board, if elected, prior to distribution of the official ballot.

Not later than November 1 of each year, the Executive Director shall mail or facsimile an official ballot to the members. Voting shall be by return mail or facsimile to the Executive Director. Official balloting shall close on November 15. The number of candidates corresponding to the number of upcoming vacancies on the Board who receive the largest number of votes shall be elected. Tie votes shall be decided by a second ballot. Directors shall assume office on January 1 of the following year.

- b. Board Representative to the HPBA Board of Directors. The Board of Directors, under the terms and conditions that it prescribes, shall nominate and elect a representative for a voting seat on the Board of Directors of the HPBA.

Section 3. Powers and Duties. The Board of Directors shall have the power to make rules and provisions, consistent with these bylaws, for the carrying out of the work and activities of the association; to engage and discharge all employees; to approve annual budgets of expenditures and amendments thereto; to have charge of all property of the association; and to perform all other acts necessary or proper to carry out the work of the association.

Section 4. Meetings. The President shall call meetings of the Board of Directors as the occasion warrants, provided that that Board must meet at least twice each year. The President must call a meeting of the Board of Directors within thirty (30) days if requested in writing by at least one third of the members of the Board. Notice of all meetings shall be provided. In both cases the President shall provide at least five (5) days-notice of such meetings.

Section 5. Quorum and Voting. A majority of the members of the Board of Directors shall constitute a quorum. All decisions of the Board shall be by majority vote.

Section 6. Interim Action. The Board of Directors may take official action on any matter in the interim between meetings by **electronic** mail or telephone ballot by a majority vote of the Board.

Section 7. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by

appointment of the President with the approval of a majority of the remaining members of the Board of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor. If a Board member is absent from two Board meetings in a twelve-month period, regardless of the reasons for his/ her absence, he/she will forfeit his/ her position on the Board, unless at the discretion of the Executive Committee the forfeiture is waived.

A Director who changes employment out of the industries or who enters employment with a company already represented on the board shall automatically submit his/ her resignation to the President. The Executive Committee shall accept or reject the resignation.

ARTICLE VII

Officers and Staff

Section 1. Number. The elected officers of the association shall be a **the** President, a Vice-President, a Secretary, **and** a Treasurer, ~~and may have a member At Large~~, all of whom shall serve without compensation. The ~~Ex-Officio~~ **Immediate Past President** shall **also** serve on the Executive Committee **and Board of Directors** ~~in a non-voting advisory position~~. The Board of Directors may provide for reimbursement of reasonable expenses incurred by the elected officers in the execution of their duties.

Section 2. Election and Term. ~~The Board of Directors shall select the officers from the membership of the Board.~~ All officers **shall be elected by the members of the association and** ~~(except for the Treasurer)~~ shall hold office for ~~one (1)~~ **two (2)** years or until their successors are duly elected and installed. ~~The Treasurer shall be elected for a two-year term of office and shall hold office for that term irrespective of whether his/her term as a Director corresponds with that term.~~

Section 3. Staff. The Board of Directors is authorized to grant such compensation to the Executive Director, legal counsel, consultants and staff as may be justified by the duties performed, provided that such compensation shall not obligate the organization beyond an amount that is available from funds on hand or to be available from the income of the current year.

ARTICLE VIII

Duties of Officers

Section 1. President. The President shall preside at all meetings of the association and all meetings of the Board of Directors; shall appoint all committees subject to the approval of a majority of the Board and perform such other duties and functions as custom and parliamentary usage require.

Section 2. Vice President. The Vice-President shall assume the duties of the President at the latter's request or absence, and shall succeed to the presidency if that office shall become vacant.

Section 3. Secretary. The Secretary of the association shall attend meetings of the association and of the Board of Directors and keep an accurate record of the proceedings thereof; shall give notice of the meetings of the members prescribed by these bylaws, and shall perform such other duties as may be required by law, by vote of the Board of Directors or by these bylaws. The Secretary may delegate responsibility for these duties in a

reasonable manner and approve delegated work.

Section 4. Treasurer. The Treasurer shall oversee and properly account for the receipt and expenditure of all funds of the association, keep proper records of all receipts and expenditures, and render a complete financial report at the Annual Meeting and such additional financial reports as may be requested by the Board of Directors. The Treasurer may delegate responsibility for these duties in a reasonable manner and approve delegated work.

Section 5. At Large. The member At Large is a non-elected voting position. The Executive Committee shall appoint a ~~board member~~ **Director-At-Large** to this position.

Section 6. Executive Director. The Executive Director, if one is employed, shall be responsible to the Board of Directors in the performance of such administrative and executive duties as may be delegated to him/her by the President and/or other officers. He/she may be required to give bond in such amount as may be directed by the Board of Directors, the cost of which shall be paid by the organization.

ARTICLE IX

Committees

Section 1. Executive Committee. The President, Vice President, Secretary, ~~and Treasurer~~ **and Immediate Past President**, ~~selected by the full Board~~ shall constitute an Executive Committee to be vested with such authority as may be directed by the Board of Directors. In addition, **a current Director-At-Large may be appointed to serve on the Executive Committee in a voting capacity** as the member At Large. ~~may serve in a non-elected voting position.~~ The Immediate Past President of the association, ~~if any, shall be a member of the Executive Committee in a non-voting capacity.~~ The Executive Committee shall manage the affairs of the association in the interim between meetings of the Board of Directors. The Executive Committee shall have the authority to engage and discharge the staff executive of the Association with the approval of the Board of Directors and shall act as the Review and Compensation Committee for the executive.

Section 2. Additional Committees. The Board of Directors may form additional standing committees to oversee and perform the work of the association as may be appropriate. Such committees' composition ~~need~~ **shall** not be limited to board members. The Board shall approve the charter for any such committees including designation of size of the committee; qualifications, term and appointment process for the committee chairman and members; and scope of the committee's responsibility and authority. In addition, the Board of Directors may, from time-to-time, form committees or task forces at its discretion that are assigned specific tasks or activities and whose existence will sunset when their tasks are completed.

ARTICLE X

General Provisions

Section 1. Dues. Enrollment fees, dues, and assessments shall be established by the Board of Directors.

Section 2. Procedure. In the absence of any special rules of procedure, Robert's Rules of Order shall be the guide of the association in all matters of parliamentary practice.

Section 3. Fiscal Year. The fiscal year of the association shall correspond with the fiscal year of the HPBA.

Section 4. Indemnification. The association shall indemnify any and all of its current staff or former officers, directors, committee members, agents and staff against expenses, judgments, decrees, fines, penalties and amounts paid in defense or settlement of pending or threatened civil or criminal proceedings or other claims in which they or any of them are made parties in connection with or related to their being or having been officers, directors, committee members, agents or staff or the association, to the full extent permitted by law.

Section 5. Insurance. The association may purchase and maintain insurance on behalf of the association and any person who is or was serving the association as an officer, director, committee member, agent or staff against any liability or claim asserted against the association or such person in connection with or related to their being or having been officers, directors, committee members, agents or staff of the association whether or not the association would have the power to indemnify such person(s) in such liability or claim.

ARTICLE XI

Amendments

Section 1. Proposed Amendments. A proposed amendment to the bylaws of the association may be initiated by a two-thirds majority vote of a quorum of the Board of Directors, or by a petition submitted to the Secretary and signed by not less than 15 percent (15%) of the voting members of the association. If a proposed amendment is initiated by petition, the Board of Directors must submit the proposed amendment to the membership for a vote within one hundred eighty (180) days after the petition is received by the Secretary.

Section 2. Notice and Approval. Proposed amendments must be submitted to the membership and to the Board of Directors of the HPBA in writing at least thirty (30) days in advance of the Special or Annual Meeting of the association at which the proposed amendment will be presented for discussion and voted upon, or submitted to the membership for approval by mail ballot in accordance with the provisions of Article IV, Section 3. On all bylaw amendment ballots, a majority of the members voting shall prevail. If any such amendments are inconsistent with the terms and conditions of the Affiliation Agreement between the association and HPBA, the Board of Directors of HPBA may elect to approve the amendment or terminate the Affiliation Agreement.

ARTICLE XII

Dissolution

Consistent with the provisions of Section 501(c)(6) of the United States Revenue Code of 1986, as amended, or any corresponding section of any future United States Revenue Code, the association shall be organized as a not -for-profit trade association. No part of net earnings of the association shall inure to the benefit of any officer, director or other person, except the association may pay reasonable compensation for services rendered. The association shall use its funds and assets only to accomplish the objects and purposes set forth in the Articles of Incorporation and Bylaws and no part of these funds and assets shall inure or be distributed to the members of the association. On dissolution of the association, any funds or assets remaining after payment of the association's obligations shall be distributed to one or more regularly organized and qualified charitable, educational,

scientific, or philanthropic organization or business leagues, consistent with the provision of the Internal Revenue Code and **any other** laws of the District of Columbia then governing the association as a business league exempt from federal taxation.

Adopted October 20, 1999

Amended April 19, 2011

Adopted June 5, 2011