

BYLAWS
(2025 EDITION)
of the
METAL TREATING
INSTITUTE, INC.

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**BYLAWS
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TREATING INSTITUTE, INC.**

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ARTICLE I NAME

Section 1. The Name of this organization shall be METAL TREATING INSTITUTE, INC., a nonprofit corporation incorporated in the State of Florida.

ARTICLE II PRINCIPAL PLACE OF BUSINESS & MANAGEMENT

Section 1. The management of the Institute's affairs shall be through an Association Management Company (AMC) as contracted by the MTI Board of Trustees.

ARTICLE III OBJECTIVES AND PURPOSES

Section 1. The objectives and purposes of the Institute shall be:

- (a) To protect, promote, foster and advance by all lawful means, the interests of persons, firms or corporations regularly and continuously engaged in the business of performing and selling in the open market the service of heat treating metals and metal products who are or shall become members of the Institute;
- (b) To promote the use of commercial heat treating services by all industries;
- (c) To improve the conditions under which the industry operates;
- (d) To study ways and means to protect the industry by all lawful means against unfair and unjust governmental burdens and exactions;
- (e) To collect and disseminate data to the Institute members relating to the industry;
- (f) To promote good understanding and mutually beneficial relations between employers and employees;
- (g) To operate the Institute for the mutual benefit of all members of the Institute.
- (h) To have such other lawful objectives and purposes as the Board of Trustees may determine from time to time.

ARTICLE IV MEMBERSHIP

Section 1. Types of Membership and Qualifications.

(a) Voting Membership in the Institute shall be open to:

(1) "Commercial Heat Treater Division" shall be open to firms or corporations and divisions or subsidiaries thereof, who have regularly and continuously been engaged in the business of performing and selling on the open market the service of heat treating metals or metal products and who's primary business and/or the majority of their revenue is generated by selling thermal processing services. In the case of a commercial heat treat "division" of a company who qualifies as an associate supplier under 2(b), where the commercial thermal processing is a secondary business, the commercial heat treating division may apply for membership if the company's primary source of business has joined in the appropriate category of membership with the Metal Treating Institute. All plant locations owned by the commercial

heat treating member must be included in the membership and dues calculation and will be considered additional voting members.

(2) "Associate Membership" shall be composed of three divisions:

(a) Captive Division is open to firms and corporations regularly and continuously engaged in in-house heat treating of metal or metal products.

(b) Supplier Division is open to any firm or corporation, division or subsidiary thereof, which manufactures machinery, equipment, or materials or services commonly used in the heat treating process whereby revenues are generated directly from the sale of those goods. Manufacturing sales representative companies who represent one of more suppliers as a sales or marketing organization where a royalties or commissions are earned are excluded from membership. A supplier company may represent only that company's products and/or services under whose name they applied. Representation of more than one company is not allowed.

(c) Educational Technology Transfer Division is open to any institution or organization that promotes research/development or technology transfer as its core business.

Policies, procedures and dues pertaining to "Associate Membership" will be established by the Board of Trustees.

(3) Non-Voting Membership in the Institute shall be open to:

(a) "Emeritus Membership" (Non-voting) in the Institute shall be open to retired Voting or Alternate representatives of member companies who have held such positions for a period of ten (10) years, or who have served the Institute as either an officer or as a member of its Board of Trustees.

(b) "Honorary Life Membership" (Non-voting) in the Institute may be bestowed on ex-members who have retired from active business life with exceptionally long and distinguished service to the heat treating industry.

Past Presidents are automatically granted Honorary Life Membership upon their retirement from active business life.

(c) "Special International Membership" (Non-voting) in the Institute shall be open to non-U.S. or Canadian firms or corporations and divisions or subsidiaries thereof, who meet the qualifications as defined in Section 1(a)(1)."

(d) Specific criteria for evaluating qualifications for the various types of membership shall be approved from time to time by the Board of Trustees.

Section 2. Membership Application.

(a) Application for admission to membership shall be available upon request in print or in electronic format.

(b) If membership is granted, members must pay their dues in a timely fashion. Timely fashion is defined as 90-days from invoice date.

c) All applicants for membership shall submit a fully completed and signed application to the principal office of the Institute. Such application will be forwarded the MTI Membership Committee for their review.

Section 3. Admission to Membership.

(a) Upon membership criteria being confirmed by the AMC and Membership Committee and dues being paid, the applying organization will be admitted into membership. Admission to "Honorary Life membership" shall be by unanimous vote of the Board of Trustees.

Section 4. "Voting" Membership.

(a) Organizations as defined in Section 1 (a) of this Article, upon review, approval and payment of their dues shall be entitled to a "Voting Membership".

(b) Upon being accepted for a "Voting Membership" each member designated, in writing on the membership application, its voting representative and an alternate (who may act in the absence of the voting representative), who shall have full authority to act for such member company in all matters coming before the Institute.

(c) Each voting member shall have one (1) vote which may be cast in person, or by proxy, by either the voting representative or the designated alternate. In the case where an individual is the voting representative of more than one member company, they shall have one (1) vote.

(d) Only a voting representative or the designated alternate duly named on their membership application or in writing by each member company shall be eligible to hold office and become a member of the Board of Trustees.

Section 5. Resignation and Removal.

(a) A member may resign from membership at any time by providing written notice to MTI via mail or electronic communications. Any outstanding dues that are due up to the date of the notice for resignation will be due MTI and shall be paid within 30 days of date of resignation letter.

(b) All rights, privileges, interests, access to programs, services or information and any other corporate ties of the member to the Institute shall cease on the termination of membership. Such privileges include use of the MTI logo and MTI Statement of Limited Liability.

(c) The Board of Trustees may terminate, suspend, or otherwise discipline a member who: (i) becomes ineligible for membership; (ii) is in default in payment of dues or assessments; (iii) violates any article, bylaw, rule, or resolution of MTI; (iv) engages in conduct clearly prejudicial to the best interests of MTI; or (v) engages in other serious misconduct which the Board of Trustees determines warrants such action. Such disciplinary action shall only occur after a hearing following the procedures established by the Board of Trustees.

Section 6. Membership Cancellations

(a) Members who fail to pay their quarterly dues and obligations within sixty (60) days from the date of billing will be considered delinquent and will be notified of their delinquency by direct contact from the principal office of the Institute in print or electronic format. The statement for dues will be payable within thirty (30) days of mailing of the notification of the delinquency.

Non-payment within (90) days would consummate an automatic suspension of membership. All rights, privileges, interests and any other corporate ties of the member to the Institute shall cease on the suspension of membership. Such privileges include use of the MTI logo, MTI Statement of Limited Liability and all other programs or services provided by MTI.

(b) Members who have been suspended for non-payment of dues or other obligations may be considered for reinstatement, only after the applicant has paid, in full, all dues and obligations owed the Institute at the time of suspension.

Section 7. Notification of Ownership Change in Member Companies.

(a) In the event that the business of any voting member company shall be sold, consolidated or the control thereof passes to a new firm or corporation, the Institute's AMC Chief Executive shall be notified immediately.

(b) Voting Membership shall automatically pass to the new ownership without payment of any special fee unless such new ownership elects to terminate its Voting Membership in accordance with Section 5 of this Article.

(c) In the event Voting Membership continues, the new ownership shall promptly indicate by written notice to the AMC any change in either its voting representative or alternate.

ARTICLE V FINANCES

Section 1. Annual Dues.

(a) The annual dues for all classes of membership shall be fixed by the vote of the Board of Trustees.

Section 2. Assessments.

(a) In the event the Institute shall become legally obligated in an amount which exceeds its assets, such excess shall be assessed voting members in proportion to the amount of dues and assessments paid by each voting member during the past twelve (12) month period or at a fixed amount determined and approved by the Board of Trustees.

Section 3. Dues Payments.

(a) Dues shall be paid to the principal office of the Institute and deposited by the AMC in the name of the Institute.

(b) Dues payment information for each member shall be treated as confidential by the AMC; however, such confidentiality shall not limit access to such information by the Board of Trustees for necessary management and budgetary decisions.

(c) No dues shall be refunded to any member whose membership terminates for any reason.

Section 4. Budgets.

Each year, at its Fall Board meeting, the Board of Trustees shall approve the budget for the next fiscal year as recommended by the Finance Committee.

(a) At the Fall Business Meeting, the Treasurer shall present the budget for the ensuing year to the membership.

(b) The AMC shall not obligate the Institute in excess of its total annual budget without approval of the Finance Committee or the Board of Trustees. (10-9)

Section 5. Financial Statements.

(a) A Financial Statement of the Institute shall be presented to the Board of Trustees at each Board of Trustees Meeting. The books and year-end Financial Statements of the Institute shall be audited at the expense of the Institute by a Certified Public Accountant, approved by the Board of Trustees. A Certified Audit shall be conducted no less than every three years with a "Review" audit on an annual basis when there is no Certified Audit. The Certified Audit or Review shall be presented to the Voting Membership at the Spring Meeting.

Section 6. Bonding.

(a) The Treasurer, AMC and such other persons as specified by the Board of Trustees who are entrusted with the handling of Institute funds or property, shall furnish at the expense of the Institute, a fidelity bond approved by the Board of Trustees, in such a sum as the Board shall prescribe.

ARTICLE VI FISCAL YEAR

Section 1. The fiscal year of the Institute shall be from January 1 – December 31.

ARTICLE VII MEMBERSHIP MEETINGS & VOTING PROCEDURES

Section 1. Annual Business Meeting.

(a) The Annual Business Meeting of the Institute shall be held during its Fall Meeting of each year on such date and at such place and time as the Board of Trustees shall fix.

(b) Notice of the time and place of the Annual Business Meeting shall be sent via mail or electronically to each Voting member and all Emeritus and Honorary Life Members at least thirty (30) days prior to the date fixed for such meeting.

Section 2. The Order of Business at the Annual Business Meeting.

The order of business at the Annual Business Meeting of the Institute shall be as follows:

1. Roll Call
2. Minutes of Previous Meeting
3. State of the Institute
4. Presentation of the Board Approved Budget
5. Miscellaneous Business
6. Report of the Nominating Committee & Board Election
7. Installation of New Trustees
8. Unfinished Business
9. New Business
10. Ratification of the Acts of the Election of Board of Trustees, Officers and AMC for the Previous Year.
11. Adjournment

Section 3. Special Meetings.

(a) Special meetings of the Institute may be called by the President or by order of the Board of Trustees at any time or place designated. Each Member shall be given notice of Special Meetings at least thirty (30) days before such meeting.

(b) It shall be the duty of the President or the Board of Trustees to call a Special Meeting upon written request by twenty percent (20%) of the Voting members of the Institute.

(c) The business to be transacted at any Special Meeting shall be stated in the notice thereof and no other business will be considered at such Special Meeting.

Section 4. Quorum at Meetings.

(a) For General Membership meetings, ten percent (10%) of the Voting Membership of the Institute in good standing shall constitute a quorum at its meetings. If no quorum is present, questions to be considered may be referred to the membership for actions by mail or electronic ballot. A majority of those present at any meeting may adjourn the meeting.

Section 5. Voting Procedures.

(a) Each Voting member shall have one (1) vote on matters coming before the Institute. Such one (1) vote may be cast in person, or by proxy, by either the Voting Representative or the designated alternate.

(b) Unless otherwise provided herein, all actions of the Institute shall be by Majority vote, provided a quorum is present or represented.

(c) Proxies - Voting Representatives of member companies absent from any meeting of the Institute may be represented thereat by proxy, which shall be in writing. A proxy may be given only to the representatives of another member company or to someone directly associated with the member company.

(d) Voting by Mail or Electronic - Proposals may be offered to Voting members by a mail or electronic vote provided they are first approved by the Board of Trustees or have been petitioned by twenty percent (20%) of the Voting Membership. Members not answering ballots within fifteen (15) days shall be sent a second ballot, which if not answered within thirty (30) days from the date of the first ballot shall be counted as in favor of the proposal.

Section 6. Rules of Order.

(a) Except as otherwise provided herein, Robert's Rules of order shall govern in any question of parliamentary procedure at any meeting of the Institute.

ARTICLE VIII BOARD OF TRUSTEES: ITS AUTHORITY, SELECTION AND MEETINGS

Section 1. Authority & Responsibility.

(a) The governing body of the Institute shall be a Board of Trustees elected by the voting membership, except for three (3) "Associate Members", who shall be elected by the "Associate Membership". The Board of Trustees shall have supervision, control and direction over all affairs of the Institute, its meetings, committees and publications; shall recommend to the membership its policies or changes therein; shall actively execute its objectives; and supervise the disbursement of its funds.

(b) The Board of Trustees 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, delegate certain of its authority and responsibilities to an Executive Committee or the AMC.

(c) The Board of Trustees shall have full authority to act on behalf of the Institute. The Institute shall purchase Directors and Officers insurance annually at its expense.

Section 2. Composition of Board

(a) The Board of Trustees of the Institute shall consist of one (1) Trustee from each of the East coast, Central USA, West Coast, (1) and Canada regions, six (6) at-Large seats plus three (3) "Associate Members", plus the immediate Past President, the President, Treasurer and President-Elect. At the time of election of Officers, the President and President Elect may or may not be a current Trustee. The AMC Chief Executive will serve on the Trustees as an ex-officio nonvoting member.

(b) Membership on the Board of Trustees shall be limited to a maximum of one (1) Trustee from each Voting member company as listed in the current membership roster and shall be either the Voting Representative or the designated alternate of such Voting member company.

(c) Multi-corporation or divisional member companies shall be limited to two (2) representatives at a time serving on the Board of Trustees.

Section 3. Selection, Nomination and Election of Trustees.

The Board of Trustees of the Institute shall be elected in accordance with the following procedure:

(a) No later than July of any year, the Nominating Committee shall recommend from a group of nominees their selections for open board seats to the AMC at least forty-five (45) days prior to the Annual Business Meeting.

(b) The Nominating Committee or AMC shall contact the full membership for suggestions as to possible nominations. Suggestions may or may not be accepted by the Committee except in the case of (1) by the "Associate Membership" (see Article VIII (1), and (3) a suggested petition by at least twelve (12) members, the latter case in which instance the name of the candidate must be placed on the ballot if he/she has indicated a willingness to serve. In the event a region does not nominate a nominee, the Committee shall select a nominee to represent the Region.

(c) Prior to approval of new trustees, the Nominating Committee Chairman and AMC Chief Executive shall secure from each proposed nominee his/her agreement to serve and willingness to accept the obligation of the office, if elected.

(d) All nominations for Trustees shall be for a term of three (3) years, except where such nomination is made either to fill an unexpired term of the President or a vacancy temporarily filled by the Board of Trustees in accordance with Section 6 of this Article.

(e) The principal office of the Institute, no later than thirty (30) days prior to each Annual Business Meeting, shall notify in writing to all Voting members the names of the candidates proposed by the Nominating Committee.

(f) At the Annual Business Meeting, the procedure for election of Trustees shall commence with the reading of the Nominating Committee's report followed by a request for nominations from the floor. If no nominations from the floor occur, then the Nominating Chair will ask for a vote to accept the slate of Trustees as recommended by the Nominating Committee. Upon receiving a majority vote of approval, the approved Trustees shall begin their term at the close of the Annual Business Meeting for a term of three (3) years.

(g) If a nomination from the floor occurs, then a vote shall be by written secret ballot of the Voting or Associate Members (as the case may be) represented either in person or by proxy.

(i) The persons receiving a plurality of the votes cast shall be Trustees and shall serve until the close of the meeting at which their successors are elected.

Section 4. Board of Trustees Meetings.

The Board of Trustees shall meet at least three times a year.

(a) Meetings of the Board of Trustees, including special meetings, may be called at any time by the President or by the request of any four (4) Trustees to the AMC Chief Executive.

(b) Notice of all regular and special meetings of the Board of Trustees shall be given by the AMC Chief Executive to each Trustee. If by mail, such notice shall be posted at least ten (10) days prior to the meeting, or if by telephone, personally, or electronically in cases of special meetings, notice shall be received by the Trustee at least three (3) days prior to such meeting.

Notwithstanding the above, any notice, which may be required may be waived by the person entitled thereto either by written notice before or after the meeting and attendance at any meeting shall operate as a waiver of such notice.

(c) The last regular meeting of the outgoing Board of Trustees shall be held within seven (7) days prior to the next Annual Business Meeting of the Institute.

Section 5. Quorum and Voting of Board of Trustees.

(a) A majority of the members of the Board of Trustees shall constitute a quorum at their meetings.

(b) All actions taken by the Board of Trustees shall be by a majority vote at any meeting, provided a quorum is present.

(c) The voting right of a Trustee shall not be delegated to another nor exercised by a proxy.

(d) At any meeting of the Board of Trustees, secret balloting shall be observed when requested by any Trustee.

Section 6. Resignation, Removal, and Vacancies.

(a) Any Trustee may resign at any time by giving written notice of resignation to the Board. A resignation shall take effect upon receipt of the notice or upon any later time specified in the notice, and need not be accepted to be effective.

(b) A Trustee may be removed, with or without cause, at any time by vote of a majority of the members voting at a meeting of the members, either in person or by proxy, and at which a quorum has been established. Any removal of a Trustee shall be without prejudice to the rights of the person so removed.

(c) Any vacancy occurring in the membership of the Board of Trustees between Annual Business Meetings shall be filled by a vote of the Board of Trustees as recommended by the Nominating Committee, except for the "Associate Member" Trustees who shall be elected by the "Associate Membership". Any Trustee so selected shall fill such vacancy until the end of the term they are filling.

ARTICLE IX

OFFICERS: THEIR SELECTION, TERMS, AUTHORITY, AND DUTIES

Section 1. Officers.

The Officers of the Institute shall be a President, Vice President/President Elect, Treasurer and AMC Chief Executive.

Section 2. Selection Procedure.

(a) The Board of Trustees shall be charged with the responsibility of electing the Officers and selecting the-AMC Chief Executive of the Institute in accordance with these Bylaws.

(b) Nominees for the President and President Elect must have served on the Board of Trustees.

(c) The Treasurer shall be elected by the Board of Trustees and must serve on the current Board of Trustees.

(d) The AMC Chief Executive shall be selected by the Board of Trustees in accordance with the terms and conditions specified in the written contract between the AMC and the Institute.

(e) The election of officers is to be performed prior to the Fall Annual Business Meeting. The Nominating Committee shall confirm all nominations for officers meet the qualifications for serving in each office and shall submit a recommendation for President Elect and Treasurer for final approval by the Board of Trustees. Final approval for each officer shall be by secret ballot (including absentee ballots).

Section 3. Term of Office.

(a) The President, Vice President/President-Elect and Treasurer shall be elected and shall take office immediately following the close of the Annual Fall Meeting and shall serve for a term of one (1) year or the close of the following year's Fall Meeting or until their successors are duly appointed and qualified.

(b) The AMC Chief Executive shall take and hold office in accordance with the terms and conditions specified in a written contract negotiated and approved by the Board of Trustees.

Section 4. President.

The President shall be the Executive Head of the Institute and shall:

(a) Preside at all General Membership meetings of the Institute and its Board of Trustees.

(b) Be the Chairman of both the Board of Trustees and the Executive Committee.

(c) Be an *ex officio* member with right to vote on all Committees, task forces, and working groups except the Nominating Committee.

(d) Be empowered with authority from the Board of Trustees to sign notes and contracts for the Institute.

(e) At the Annual Business Meeting of the Institute and at such other times as he/she shall deem proper, communicate to the membership or to the Board of Trustees such matters and suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the Institute.

(f) Perform such other duties as are necessarily incident to the office of President or as may be directed by the Board of Trustees.

(g) Have his/her term of office as a Trustee end after serving one (1) year as President, at which time he/she becomes the Immediate Past President member of the Board. If this results in the creation of an unexpired term for Trustee, a new Trustee shall be nominated and elected to fill the unexpired portion of such term.

Section 5. Secretary/President-Elect.

The Secretary/President-Elect shall preside at all meetings in the absence of the President and shall:

(a) Be Chairman of the Strategic Planning Committee and a member of both the Finance and Executive Committees.

(b) In the event that the President becomes physically unable to perform his/her duties, as determined by the Board of Trustees, assume the authority and obligations of the President until such time that the Board considers the President able to resume.

(c) In the event of the death or resignation of the President, assume, subject to Board of Trustees' approval, the authority and obligations of the President.

(d) Be signature on any documents of MTI that necessitate the authorization or signature of the Secretary.

(e) Perform such other duties as are necessarily incident to the office of Secretary/President-Elect or as may be directed by the Board of Trustees.

(f) Succeed to the Presidency when approved by the Board of Trustees.

(g) Shall take minutes at each Board meeting in coordination of the AMC Chief Executive.

Section 6. Treasurer.

The Treasurer shall have control over the financial matters of the Institute and shall:

(a) Establish in conjunction with the AMC and the approved Certified Public Accountant proper accounting procedures for the handling and protection of the Institute's funds and property.

(b) Be Chairman of the Finance Committee and a member of the Executive Committee.

(c) Report on the financial condition of the Institute at the Annual Business Meeting and at other times when called upon to do so by the President.

(d) Perform such other duties as are necessarily incident to the office of Treasurer or as may be directed by the Board of Trustees.

(e) At the expiration of his/her term of office, deliver over to his/her successor, all books and other property of the Institute in his/her charge, or, in the absence of a successor, he/she shall deliver such properties to the President.

Section 7. AMC Chief Executive.

(a) There shall be an AMC Chief Executive who shall have a contractual relationship with the Institute. Said contract shall be negotiated and approved by the Board of Trustees.

(b) The duties, services, obligations, compensation and other appropriate matters shall be covered by the contract that will go out to bid at a time period deemed appropriate by the Board of Trustees.

(c) The AMC Chief Executive shall be the chief administrative officer of the Institute and shall:

(1) Have responsibility for the management and direction of all operations, programs, activities and affairs of the Institute, including employment and termination of employment and the determination of compensation of members of his/her staff and supporting personnel, functioning within the framework of the policy aims and programs determined by the Board of Trustees and within the budgetary limitations approved by the membership.

(2) Receive and deposit dues, fees and assessments as directed by the Board of Trustees.

(3) Make payment for authorized obligations of the Institute.

(4) Have custody of the financial records of the Institute and the Minutes of all meetings of the membership and the Board of Trustees.

(5) Submit monthly statements to the Treasurer showing all financial transactions made during the prior month.

(6) Have authority with the President to sign all notes and contracts approved by the Board of Trustees.

(7) Attend and function as Recording Secretary at meetings of the membership, the Board of Trustees and at such other meetings as directed by the President.

(8) Be an *ex officio* member without a right to vote on the Board of Trustees, all Committees, task forces, and working groups unless specifically appointed to such Committee by these Bylaws or the Board of Trustees.

(9) Send notices of meetings, submit to the Board of Trustees nominations to fill vacancies, prepare and distribute ballots for voting by mail or electronic means, and with the Nominating Committee Chairperson, tabulate the results of all voting.

(10) At the Annual Business Meeting of the Institute and such other times as he shall deem proper, report to the membership or to the Board of Trustees such matters and suggestions as may in his/her opinion, promote the welfare and increase the usefulness of the Institute.

(11) Perform such other duties as are usual for a trade association executive as may be prescribed by the Board of Trustees.

(12) At the expiration of his/her term of office, deliver over to his/her successor, all books, money, and other property of the Institute in his/her charge, or, in the absence of a successor, he/she shall deliver such properties as directed by the Board of Trustees.

(a) The AMC Chief Executive shall not be connected in any way with any member company or associated with any organization in or serving the heat treating industry.

Section 8. Vacancy Due to Death, Resignation, etc.

(a) In the event that any officer should resign, die, or in the judgment of the Board of Trustees become unable to perform his/her duties, the Board shall have the authority to fill such vacancy for the balance of the term thereof.

ARTICLE X COMMITTEES

Section 1. Authority to Appoint Standing Committees

The President, with the approval of the Board of Trustees, shall annually, no later than the first meeting of the Board of Trustees after the Annual Business Meeting, appoint as a minimum, the following standing Committees:

(a) Executive Committee.

There shall be an Executive Committee, which shall be composed of the current President, the Immediate Past President, the Vice President/President-Elect, the Treasurer and the AMC Chief Executive. This Committee may be called into session by the Board of Trustees and may exercise the powers of the Board of Trustees only when the Board is not in session and only when authorized to do so by the Board, and must report to the Board at its next meeting all action taken. The Executive Committee may also meet periodically throughout the year with the AMC Chief Executive to receive updates on the Institutes projects and committee work.

(b) Finance Committee.

The Finance Committee shall be composed of the President, the Vice President/President-Elect and the Treasurer. The Treasurer shall serve as Chairman. This Committee shall counsel with the AMC Chief Executive on the annual budget of the Institute and prepare written budget recommendations for submission to the Board of Trustees at its Fall meeting. The Committee may also perform such other duties in connection with the finances of the Institute as the Board may determine from time to time.

(c) Membership Committee.

There shall be a Membership Committee composed of a minimum of six (6) members from various MTI regions. The Chairman of this Committee shall be a Trustee, and the remaining members shall be current Trustees. The Membership Committee shall concern itself with the expansion and development of new company memberships, and from time to time shall make reports and recommendations to the Board of Trustees and the institute's membership.

(d) Nominating Committee.

In accordance with the provisions of Article VIII, Section 3(a), there shall be a Nominating Committee to receive suggestions, review qualifications and to nominate candidates for the succeeding Board of Trustees and Officers. There shall consist of five (5) voting members who are Past Presidents or former Trustees, none of whom shall be a current member of the Board of Trustees except the Immediate Past President who is chairman.

Section 2. Special Committees/Task Forces.

(a) The Board of Trustees, through the President, may appoint such other committees/task forces from time to time as it may deem necessary and advisable. Such committees/task forces shall only exercise powers and perform such duties as may be specified by the Board of Trustees.

Section 3. Committee/Task Force Operation.

(a) Except as these Bylaws may direct otherwise, each Committee/Task Force shall elect its own rules for procedure, fix the time and place of its meetings, and specify what notice thereof shall be given.

ARTICLE XI

AMENDMENTS

Section 1. Procedures for Amending.

Proposed amendments to these Bylaws if, recommended by ten (10) or more Members or by the Board of Trustees, shall be referred to the Institute for action either at a meeting, or by mail or electronic ballots, and shall become operative when approved by a majority vote of all member companies voting. Notification of such approval shall be mailed to the Membership by the AMC.

Section 2. Precedence of Amendments.

It is recognized that additions, deletions and modifications to these Bylaws are both necessary and desirable from time to time, but that such changes will sometimes inadvertently conflict with other, older, sections. Therefore, all Sections amended or added after these amendments, shall bear at the end of the Section, the amendment date on which they were added or changed. The dated sections shall then take precedence over any conflicting sections which are not dated or which bear an earlier date.

Section 3. Prior Bylaw Amendment History.

A chronology of the Institute's Bylaws and amendments thereto is as follows:

Adopted September 2, 1933 (Date of Incorporation)

Amended October 3, 1933

Amended April 14, 1934

Amended November 17, 1937

Amended April 14, 1944

Amended July 27, 1945

Amended March 10, 1947

Amended November 14, 1947

Amended July 20, 1949

Amended October 22, 1950

Amended July 29, 1954

Amended December 1, 1955

Amended August 21, 1956

Amended March 27, 1957

Amended May 24, 1957

Amended May 31, 1957

Amended September 12, 1964

Amended August 31, 1967

Amended October 14, 1968

Amended July 1, 1969

Amended August 8, 1975

Amended November 26, 1975

Amended April 26, 1976

Amended June 16, 1977

Amended October 21, 1979

Amended July 9, 1981

Amended October 1, 1983

Amended March 23, 1991

Amended September 20, 1992

Amended August 25, 1994

Amended September 21, 1996

Amended August 30, 1997

Amended September 30, 1998

Amended September 1, 1999

Amended June 1, 2004

Amended July 7, 2006

Amended August 20, 2009

Amended October 5, 2010

Amended May 2, 2014

Amended November 2015

Amended July 2025

ARTICLE XII

DISSOLUTION

Section 1. Procedure.

The Institute may be dissolved by a majority vote of the Voting members at a Special Meeting called for that purpose; such dissolution to be effective ninety (90) days after such vote is taken, provided all outstanding obligations of the Institute have been paid.

Section 2. Distribution of Assets.

In the event of the dissolution of the Institute, its surplus funds, assets and other property shall be divided among the Voting member companies in good standing at that time in proportion to the amount of dues and assessments paid by each Voting member company during the preceding five (5) years.