

**BYLAWS OF  
THE ELEVATOR ASSOCIATION OF MINNESOTA, INC.**

ARTICLE I.  
NAME AND LOCATION

Section 1. Name. This Association shall be known as The Elevator Association of Minnesota.

Section 2. Registered Office. Its principal place of business shall be in the State of Minnesota.

ARTICLE II.  
PURPOSE

The purpose of this nonprofit Association shall be to promote the common interest and goals of all those engaged in the vertical transportation industry; to encourage, increase and advance cooperation and mutual interest among manufacturers, suppliers, contractors, consultants, inspectors, public employees and field personnel engaged in the industry; to inform those in the vertical transportation industry and the general public on the safety and operation of all vertical transportation equipment; to organize, hold and conduct meetings, discussions and seminars on issues affecting the vertical transportation industry.

ARTICLE III.  
MEMBERSHIP

The membership classes will be as follows:

Corporate – Any Company involved in the vertical transportation industry. Allows unlimited attendance from the Company at any Association event at the discounted membership fee.

Individual – Any individual involved in the vertical transportation industry. Allows that individual attendance at any Association event at the discounted membership fee.

Honorary – Any individual that is or has been involved in the vertical transportation industry. Honorary members will be determined by the Board and will be able to attend any Association event at the discounted membership fee.

Dues must be paid in a timely fashion to remain a member in good standing.

ARTICLE IV.  
MEMBERS

Section 1. Annual Meeting. The annual meeting of the Members shall be held on the Friday after Labor Day in each year, beginning with the year 2011, or as otherwise

determined by the Members, for the election of a Board of Directors and for the transaction of such other business as may properly come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Minnesota, such meeting shall be held on the next succeeding business day. The date of the annual meeting of the Members shall in no event be changed within 10 days next preceding the date on which the annual meeting is to be held unless consented to in writing, or by resolution adopted at a meeting, by all the Members entitled to vote at the annual meeting. If the election of Directors shall be held on the day designated herein for any annual meeting of the Members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of Members as soon thereafter as conveniently may be.

Section 2. Special Meetings of Members. Special meetings of the Members, for any purpose or purposes may be called by the President or by the Board of Directors, and shall be called by the President at the request of the holders of not less than ten (10%) percent of all the outstanding membership units of the Association entitled to vote at the meeting.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Minnesota, as the place of meeting for any annual meeting or for any special meeting. A waiver of notice signed by all Members entitled to vote at a meeting may designate any place, either within or without the State of Minnesota, as the place for the holding of such meeting. If no designation is made, or if a special meeting were otherwise called, the place of meeting shall be the principal office of the Association in the State of Minnesota.

Section 4. Notice of Meetings of Members.

A. Annual Meetings and Special Meetings. Notice of the time and place of all annual and special meetings shall be mailed by the Secretary to each Member to the last known address of said Member as the same appears on the books of the Association at least 10 days before the date of all annual and special meetings.

B. Mail/E-mail. Every notice shall be deemed duly served when the same has been deposited in the United States mail, with postage fully prepaid, addressed to the Member at his, her or its address as it appears on the membership unit transfer books of the Association or sent to an approved e-mail address on file with the Association.

C. Waiver. Attendance of a person at a meeting of Members, in person or by proxy, shall constitute a waiver of such notice, except when attendance is for the express purpose of objecting to the transaction of any business, at the commencement of the meeting, because the meeting was not lawfully called or convened.

Section 5. Quorum. A majority of the outstanding membership units of the Association entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Members. If less than a majority of the outstanding membership units are represented at a meeting, a majority of the membership units so represented may adjourn

the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 6. Proxies. At all meetings of Members, a Member may vote by proxy executed in writing by the Member or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Association before or at the time of the meeting.

Section 7. Voting of Membership. Each outstanding unit of membership interest of the Association shall be entitled to one vote upon each matter submitted to a vote at a meeting of Members except as the Articles of Incorporation otherwise provide. Unless specified elsewhere, the acts of the Members shall be by a majority of all outstanding membership units.

Section 8. Dues. Members shall pay dues as determined from time to time by the Board.

Section 9. Termination of Membership. The Board reserves the right to terminate membership for failure to pay dues or for any other violations of these Bylaws.

#### ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers. The business, property and affairs of the Association shall be managed by its Board of Directors.

Section 2. Number. The number of Directors of the Association shall be five.

Section 3. Tenure. Each Director shall hold office for term of three years. Directors shall not serve more than two successive three-year terms.

Section 4. Qualifications. To qualify to serve on the Board of Directors, the person serving on the Board must be a member in good standing.

Section 5. Annual and Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place and time as the annual meeting of the members. The Board of Directors may provide, by resolution, the time and place, within or without the State of Minnesota, for the holding of additional regular meetings without other notice than such resolution.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, or in his absence, the Vice President, or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix the place within or without the State of Minnesota for holding any special meeting of the Board of Directors called by them, and if no other place is fixed the place of meeting shall be the principal business office of the Association in the State of Minnesota. All notices of special meetings shall state the purpose thereof.

Section 7. Quorum. A majority of the Members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. Unless specified elsewhere, the Board of Directors shall be by majority vote of all Directors.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors may be filled by appointment made by the remaining Directors. A Director elected to fill a vacancy shall be a Director until his successor is elected by the members who may make such election at the annual meeting of the members after the directors term expires, or at any special meeting duly called for that purpose and held prior thereto.

Section 10. Committees. The Directors may by resolution appoint members to the following committees:

- a. Membership Committee. The Membership Committee shall consist of three or more Association members. This committee shall have the responsibility to promote new memberships to the Board and to make sure annual dues are collected from the existing membership in a timely fashion.
- b. Labor Committee. The Labor Committee shall consist of three or more association members with at least one member of this committee also being a member of the local IUEC Committee on Labor. The purpose of this committee is to monitor any matters related to labor relations within the industry and to report findings to the Association members as warranted.
- c. Code Committee. The Code Committee shall consist of three or more Association members. This committee shall be responsible for reporting to the Board and Association membership any code related interpretations or changes.
- d. Bylaws Committee. The Bylaws Committee shall consist of two or more Association members, with at least one member of this committee also being a member of the Board. The purpose of this committee shall be to submit revisions to the Bylaws as necessary to be consistent with the activities and goals of the Association.
- e. Events Committee. The Events Committee shall consist of three or more Association members. This committee shall have the responsibility of coordinating all social gatherings of the organization. This committee shall also be responsible for the coordination and presentation of events at all scheduled meetings. The budget for the

Events Committee is to be approved by the Board of Directors. The Chairman of the Events Committee shall make a full report of the activities of his/her committee upon request by the President or Board of Directors.

## ARTICLE VI OFFICERS

Section 1. Number. The officers of this Association shall be a President, a Vice President, a Secretary and a Treasurer. Any offices may be held by the same person. The President and Vice President must also be members of the Board of Directors.

Section 2. Election and Term of Office. The officers of the Association to be elected by the Board of Directors shall be elected at the regular meeting of the Board of Directors held immediately following the annual meeting of the membership. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term vacated.

Section 5. President. The President shall be the Chief Executive Officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association. He shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Association as he shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. The President shall have authority to sign, execute and acknowledge, on behalf of the Association, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Association's regular business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, the President may authorize any other officer or agent of the Association to sign, execute and acknowledge such documents or instruments in his place. In general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be a member of the Board of Directors.

Section 6. Vice President. The Vice President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act and shall exercise and discharge such other duties as may be required by the Board. The Vice President shall be a member of the Board of Directors.

Section 7. Secretary. The Secretary shall: (a) keep the minutes of the members and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Association and see that the seal of the Association is affixed to all documents the execution of which on behalf of the Association under its seal is duly authorized; (d) keep a register of the post office address and e-mail address of each member which shall be furnished to the Secretary by such member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

Section 8. Treasurer. The Treasurer shall be the Chief Financial Officer of the Association. If required by the Board of Directors, the Treasurer and any Assistant Treasurer selected by the Board of Directors shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

## ARTICLE VII AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted either by the members or by the Board of Directors, subject to the power of the members exercisable in the manner provided by law. All such amendments shall be in writing in the manner prescribed for such member or Board Director's actions.

## ARTICLE VIII INDEMNIFICATION

To the fullest extent permitted by the laws of the State of Minnesota, the Association shall indemnify and hold harmless each officer, director, member, committee member or others acting on behalf of the Association against any and all expenses, liabilities including attorney fees, actually or reasonably incurred or imposed upon any such person, group of persons or as a consequence of any legal proceeding incurred by such party as a consequence of having been an officer, director or member of such committee of the Association. To the extent feasible, the Board shall ensure against any such liability.

These Bylaws were adopted as and for the Bylaws of The Elevator Association of Minnesota.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Secretary