



MEASUREMENT, CONTROL & AUTOMATION ASSOCIATION

# BYLAWS

As Amended by the Board of Directors April 24, 2018

# **STATEMENT OF PRINCIPLES**

## **MEASUREMENT, CONTROL AND AUTOMATION ASSOCIATION**

### **PREAMBLE**

The Measurement, Control and Automation Association, (hereinafter referred to as MCAA) consists of manufacturers and distributors (channel partners) of products and designers of systems associated with the measurement, control and automation of industrial processes; trade publications, product testing and certification laboratories, colleges and universities and other consulting companies which have a clear and demonstrated interest in the health and welfare of the industries represented by MCAA are also included within the membership of the Association.

The Measurement, Control and Automation Association and the companies who are its members have historically and continuously dedicated themselves to serve the interests of the public and of their industry so that the production and distribution of the products of the industry will in all respects be consistent with, and in full discharge of, this responsibility. The programs and activities of MCAA and its member companies, through the promotion of research and development and quality control and assurance, have made and will continue to make significant contributions to the betterment not only of the public interest, but also to the national defense and security of the country as well as international competitiveness.

It is our firm belief that our system of free enterprise stands as the foundation and cornerstone of our country's economic and social progress, and we are committed to the preservation of that system and its survival. Accordingly, MCAA hereby adopts the following Statement of Principles to guide its member companies in the conduct of their individual businesses, and with respect to the affairs of the Association:

### **PRINCIPLES**

It is the obligation of MCAA and its member companies:

1. to design, produce, distribute, and sell the products of our industry fairly, efficiently, and competently to the end that the industry and each member company will fully meet exacting customer and public interests.
2. to create new products and improve existing products in order to meet the needs of our customers and the needs of the nation as a whole for the products of our industry.
3. to present fairly the quality, performance, characteristics, and other values of our products.
4. to guard the freedom and independence of each company in our industry in the marketing and pricing of its products; and fully to support the principle that competition and the survival of the free enterprise system presupposes and requires the free, independent and competitive pricing of goods and commodities.
5. to observe the provisions of our antitrust laws, and in particular those of the Sherman Act, prohibiting any combinations, agreements, or understandings in restraint of trade, recognizing that these laws are designed to insure the freedom of each individual company in the business community on the basis of its own independent business judgment, to determine the prices at which it will sell its products as well as the terms and conditions of such sale.

6. to accept as a function and responsibility of management the education of each business and its employees with respect to the antitrust laws, and to promote an awareness of the responsibilities of each individual business, not only with respect to such laws, but with respect to its public responsibility to the community and to the nation as a whole.

MCAA itself reaffirms the following basic principles which shall govern all activities sponsored by it:

1. All activities shall be conducted pursuant to written policies and principles for the guidance of member companies and staff alike, which policies and principles, among other things, have delineated and will continue to delineate methods and procedures regarding the programs and activities of the Association, such as those relating to business development, promotion and research, as well as the collection and dissemination of statistical and management information.
2. All meetings, whether of member companies, the Board of Directors, committees or task groups, shall be held as may be required by the provisions of these ByLaws or as may be necessary for the consideration of, and for the taking of action with the respect to, its programs and activities. No other form of gathering or meeting is sanctioned or sponsored by MCAA.
3. Each such meeting shall be held pursuant to and in conformity with a written agenda, and shall be conducted in the presence of a staff representative of the Association, whose responsibility it shall be to keep accurate minutes of all decisions made and actions taken. Such minutes shall be kept on file and be available for inspection by any properly interested person.

## **BYLAWS**

### **MEASUREMENT, CONTROL AND AUTOMATION ASSOCIATION**

#### **ARTICLE 1. NAME**

The name of the Association is the Measurement, Control and Automation Association, also known as MCAA.

#### **ARTICLE 2. SCOPE AND PURPOSES**

##### **Section 2.1 Scope**

MCAA's membership consists of manufacturers and distributors of hardware and software products and services associated with the measurement, control and automation of industrial processes. Trade publications, product testing and certification laboratories, colleges and universities and other consulting companies which have a clear and demonstrated interest in the health and welfare of the industries represented by the association are also members. Membership is open to proprietorships, partnerships, corporations or other entities, and their subsidiaries, divisions, and other business units.

##### **Section 2.2 Purpose**

Recognizing the obligation to the public inherent in this field of endeavor, it is the primary objective of MCAA, through its programs and activities, efficiently and competently, to discharge this responsibility to the end that the public interest will at all times be served.

In the furtherance of the foregoing, and with full recognition of the right of each company that is a member of MCAA to determine its own individual business policies, the objectives of MCAA shall be:

1. To promote the progress and development of the measurement, control and automation industry, through studies, programs and projects to increase the use of and markets for the products of the industry.
2. To encourage research and the development of new products within the industry.
3. To collect, assemble, and disseminate statistical and management information.
4. To cooperate with government officials in the furtherance of the national welfare.
5. To distribute information among users regarding the character of the industry, the products manufactured and distributed by it, the services performed by it, and the uses for its products.
6. To undertake such other programs and activities as may be proper to enhance or promote the welfare of the industry.

**ARTICLE 3. MEMBERSHIP**  
**Section 3.1 Scope**

Any firm or corporation actively engaged in the manufacture or distribution of products or design of systems as well as industry consultants, members of the trade press, product testing and certification laboratories, colleges and universities within the scope and as defined in Article 2, Section 1 shall be eligible for membership in the MCAA. Membership is open to proprietorships, partnerships, corporations or other entities, and their subsidiaries, divisions, and other business units.

**Section 3.2 Manufacturer Members**

Manufacturer membership is open to companies that manufacture products associated with the measurement, control & automation of industrial processes. "Manufacturer" includes (1) any company that fabricates or assembles hardware or software products regularly offered for sale as well as (2) a manufacturing supply center that sells and services products as a direct extension of a manufacturing parent company based outside of North America.

**Section 3.3 Channel Partner and Systems Integrator Members**

Channel Partner and Systems Integrator membership is open to companies whose primary business is the sale or distribution of products associated with the measurement, control or automation of industrial processes or companies whose primary business is the value-added systems design, engineering or integration of products and systems associated with the measurement, control or automation of industrial processes.

Representatives of Channel Partner and System Integrator members may attend Association meetings and serve on committees and task forces and the Board of Directors. The Channel Partner and Systems Integrator member company also receives a listing in and copy of the Association's Membership Directory. Channel Partner and Systems Integrator members may participate in and receive statistical surveys or reports which include manufacturer data so long as channel partner and/or systems integrator data is also collected and reported.

Companies must have been in the business of sales, distribution or integration of products used in the measurement, control or automation of industrial processes for a minimum of two years to be eligible for membership as a Channel Partner or Systems Integrator member.

#### **Section 3.4 Associate Members**

Associate membership is open to organizations which interface with companies who are involved with the measurement, control or automation of industrial processes. This membership category includes organizations such as trade publications, technical, marketing management and/or financial consultants, product testing and certification laboratories, colleges and universities, and other organizations with a direct and substantive link to the measurement, control and automation industry.

Representatives from Associate Member companies may attend Association meetings and serve on committees and task forces but are not eligible for election to the Board of Directors. Associate member companies also receive a listing in and copy of the Association's Membership Directory but may not participate in or receive statistical surveys or reports which include manufacturer, channel partner or systems integrator data. They have no vote in the affairs of the Association.

#### **Section 3.5 Senior Members**

Individuals who have fully retired from service at any member company may apply for Senior Membership. There will be no dues charged to these individuals and they will have the right to attend the Industry Forum at member rates. They may serve on committees as invited by the Chairman of the committee but they have no vote in the affairs of the Association.

### **ARTICLE 4. QUALIFICATIONS FOR MEMBERSHIP**

Neither the sales volume nor the number or extent of products shall be a limitation to membership. An applicant for membership shall, upon request, furnish information to support its qualifications and evidence of financial stability. Continuing membership for Manufacturer members shall be conditioned upon submission of annual sales volume data within (30) days of the President's request for such data.

### **ARTICLE 5. APPLICATIONS**

Application for Membership shall be made in writing or electronically on such forms as may be prescribed by the Board, which forms shall contain such relevant information as may be required by the Board. The President shall review all applications for membership and shall notify the Board of the President's recommendation with respect to the approval or rejection of an application. The recommendation of the President with respect to an application for Membership shall be automatically approved, unless, within seven (7) days after notification to the Board of the President's recommendation, a director notifies the other directors that such director (1) disagrees with the recommendation of the President; or (2) wishes the entire Board of Directors to approve or disapprove a

particular application for Membership. If the President elects not to make a recommendation with respect to a specific application for Membership, if a director notifies the Board that such director disagrees with the recommendation of the President with respect to a specific application for Membership or if a director wishes the entire Board to discuss and approve or disapprove a particular application for Membership, then the Board shall review and approve or disapprove such application. The decision of the Board with respect to an application for Membership shall be final. Membership shall be effective upon the payment of appropriate dues to the Association.

## **ARTICLE 6. RIGHT TO VOTE AND HOLD OFFICE**

Each Manufacturer, Channel Partner and Systems Integrator member shall be entitled to one vote. Representatives of Manufacturer, Channel Partner and Systems Integrator members may hold office in the Association and serve on the Board of Directors.

Each Manufacturer, Channel Partner and Systems Integrator member shall, at the request of the President, designate in writing its official voting representative and an alternate voting representative to vote in the affairs of the Association. Such votes shall be cast only by the officially designated representative of the member company or, in the representative's absence, by the designated alternate. Such members may also designate additional representatives who may attend all meetings and be eligible to serve on all committees except where specifically restricted by these ByLaws.

Individual representatives of Manufacturer, Channel Partner and Systems Integrator member companies shall be eligible for election to the Board of Directors. Only one representative from any one member company may be elected and serve at one time, except in the instance where a sitting Board member takes a new position with a company already represented on the Board. In that case, the Director may complete his term with the approval of the Board, provided the two affected Directors are recused from such vote.

## **ARTICLE 7. TERMINATION OF MEMBERSHIP**

### **Section 7.1 Resignation**

The resignation of a member may be submitted in writing to MCAA at any time provided that all dues or other indebtedness for the current fiscal year or any prior year has been fully discharged. Inasmuch as dues are an annual obligation, no refund will be made for a resignation during a fiscal year.

### **Section 7.2 Expulsion or Termination**

A member who violates any provision of these ByLaws or who refuses or neglects to comply with any Association resolution may have its membership terminated by the Board of Directors. In such case, the member will be given prior written notification of the action contemplated by the Board of Directors and reason(s) therefor. A representative of the member company has the right to appear and be heard before the Board of Directors prior to any final action with

respect to such termination of membership. A three-fourths (3/4) vote of the full Board of Directors is required to effect such a termination of membership.

**Section 7.3 Reinstatement of Membership**

An application for reinstatement to membership of a former member company shall be treated in accordance with the provisions of Article 5 of these ByLaws. No applicant shall be reinstated to membership until it has first discharged all past indebtedness to MCAA.

**ARTICLE 8. BOARD OF DIRECTORS**  
**Section 8.1 Composition**

The responsibility for the management of MCAA shall be vested in the MCAA Board of Directors. The Board of Directors shall consist of twelve (12) members: (i) a Chairman, a Vice Chairman, an Immediate Past Chairman and President; (ii) eight (8) at-large directors. Except as set forth in ARTICLE 6, no two directors shall be from the same member company. Representatives of Manufacturer, Channel Partner and Systems Integrator members may hold office in the Association.

Eight directors-at-large shall be elected by Manufacturer, Channel Partner and Systems Integrator members as follows: At least two at-large directors of the Board of Directors shall be elected annually at the Annual Business Meeting of the Association and shall serve a term of three (3) years. At-large directors shall be eligible to serve an unlimited number of terms, but may not serve two such terms in succession.

The Chairman and Vice Chairman of the Board of Directors shall be elected at the Annual Business Meeting of the Association and shall serve a term of one year in each office. Service as Chairman or Vice Chairman shall not prohibit a person from serving on the Board of Directors in subsequent years. The Immediate Past Chairman is not an elected position. The seat on the Board passes to the outgoing Chairman of the Board automatically at the end of the Chairman's term. The Immediate Past Chairman shall serve on the Board for one year following the completion of his term as Chairman. If the Immediate Past Chairman is unable or unwilling to serve, the position on the Board shall remain vacant.

**Section 8.2 Method of Election**

The Board of Directors shall set the date of the Annual Business Meeting of the Association at least six months in advance thereof. The Chairman of the Association shall appoint, at least ninety (90) days prior to the date of the Annual Business Meeting of the Association, a Nominating Committee of three (3) representatives of Manufacturer, Channel Partner or Systems Integrator members of the Association. The Committee shall submit to the official representatives of Manufacturer, Channel Partner or Systems Integrator members of the Association, not less than thirty (30) days before the Annual Business Meeting of the Association, nominations for the Board of Directors members-at-large, the Association Chairman and Vice Chairman.

Nominations from the floor may also be made at the Annual Business Meeting. An election shall be by a majority of those Manufacturer, Channel Partner or Systems Integrator members present and voting. Pursuant to Section 13.2, as deemed by the Board of Directors, the election of Directors and Officers may be conducted by mail (regular or electronic) sent to the Official and Alternate representatives of each Manufacturer, Channel Partner or Systems Integrator member company with proper means of verification. No persons shall be eligible for membership on the Board of Directors or to hold the office of Chairman or Vice Chairman unless such person qualifies under Article 6.

**Section 8.3 Duties**

The Board of Directors shall have supervision, control and direction of the affairs of the Association within the provisions of these ByLaws and shall actively promote the Association's purposes. It may adopt and amend such rules, regulations, policies and procedures for the conduct of its business as shall be deemed advisable.

**Section 8.4 Term of Office**

All elected officers and members of the Board of Directors shall take office at the beginning of the fiscal year and shall serve for such terms as are specified in Section 8.1 until their successors take office. In the event of a vacancy in the members-at-large of the Board of Directors or to fill a vacancy in the Association Vice Chairmanship, the Chairman of the Association, subject to ratification by the Board of Directors, shall appoint a successor for the unexpired term. Such an appointment will not count as a term of office as defined in this Section. Individuals appointed to fill a vacancy will serve for the balance of the unexpired term for that Board seat.

**Section 8.5 Removal of Officers and Directors**

Any officer or director may be removed with or without cause as provided by Virginia law and only at a meeting called for the purpose of removing said director.

**Section 8.6 Committees**

The Board of Directors may establish standing or special committees or task groups as may be deemed necessary. The Board of Directors may also dissolve any standing committees or task groups by a majority vote. The Chairmen of all committees shall be appointed by the Chairman of the Association. Unless otherwise stated in these ByLaws, committees shall consist of a Chairman and at least two (2) members from different member companies and a Board member who shall serve as liaison to the Board of Directors.

The Association shall have the standing committees as defined in this Section.

**Section 8.6.1 Industry Forum Planning Committee**

The Industry Forum Planning Committee may be chaired by a sitting member of the Board of Directors. Volunteers from any membership category may serve on this committee which plans all aspects of the Industry Forum for the next year.



**Section 8.6.2 Workforce Development Committee**

The Workforce Development Committee may be chaired by a sitting member of the Board of Directors. Volunteers from any membership category may serve on this committee which works to develop materials for member companies to use to recruit new talent to the process control industries. The committee will also interface with other organizations which have an interest in advancing the career opportunities and knowledge of this industry.

**Section 8.6.3 Product Approvals Process Committee**

The Product Approvals Process Committee may be chaired by a sitting member of the Board of Directors. Volunteers from any membership category may serve on this committee which will work to advance the goals of the Association with regard to reducing the burdensome regulations and practices involved with the testing and certification of products for sale to customers.

**Section 8.6.4 Compensation Committee**

The Compensation Committee shall review the compensation of the President and recommend any changes in base or bonus compensation. The Committee may also be directed to review compensation of other MCAA staff members. The composition of the Compensation Committee shall be established in a Board policy which can be amended by the Board from time to time without affecting these ByLaws.

**ARTICLE 9. OFFICERS OF THE ASSOCIATION AND DUTIES**

**Section 9.1 Officers**

The Officers shall consist of the Chairman, Vice Chairman/Treasurer and President/Secretary.

**Section 9.2 Duties of the Chairman**

The Chairman shall preside at all meetings of the Association and shall act as Chairman of the Board of Directors.

**Section 9.3 Duties of the Vice Chairman**

The Vice Chairman shall cooperate with and work under the direction of the Chairman. In case of a vacancy in the office of the Chairman or inability of the Chairman to act due to illness, death, resignation or otherwise, the Vice Chairman shall act as Chairman.

He shall also perform such duties common to the office of Treasurer as may be prescribed from time to time by the Board of Directors or these ByLaws. He shall have charge of all securities and bank accounts and shall have the authority to periodically transfer funds from the income account to the operating account as needed to meet operating expenses. He shall exercise surveillance over all investments of the MCAA and shall have the power to withdraw surplus funds in excess of current demands and invest them in accordance with current Board-approved investment policy, reporting all such transactions to the Board of Directors. He shall also serve as Trustee of any Employees Pension Trust and he

shall perform such other duties as the Chairman or Board of Directors may from time to time direct.

**Section 9.4 Duties of the Immediate Past Chairman**

The Immediate Past Chairman serves on the Board of Directors in an advisory role to the Chairman and other officers. The Immediate Past Chairman shall perform such duties as the Chairman or the Board of Directors may from time to time request.

**ARTICLE 10. PRESIDENT**

The President shall be appointed by the Board of Directors. The President shall provide administrative support for MCAA under the direction of the Chairman.

**Section 10.1 Duties**

The duties of the President shall include but are not limited to:

The President shall perform such duties as are ordinarily performed by such officer and such duties as shall be assigned to him by the Board of Directors.

He shall execute the policies of MCAA as prescribed from time to time by the Board of Directors and he shall be responsible to the Board of Directors. He shall also serve as Secretary of MCAA and perform the functions pertaining to that office.

He shall, subject to review by the Chairman or Vice Chairman, select such employees for the operation of MCAA as he may deem necessary, who shall receive such salaries, within budget limits, and be employed for such time, and perform such duties as he may prescribe.

He shall submit annually to the Board of Directors a suggested budget for MCAA.

He shall sign checks on an operating fund for the payment of current operating expenses of MCAA. He shall also certify to the accuracy of the authorization for all bills and vouchers upon which money is paid. He shall collect all monies due MCAA and deposit all such funds as instructed by the Board of Directors, and shall have charge of the books and accounts, which shall be audited at the discretion of the Board of Directors by a Certified Public Accountant.

He shall also keep the minutes of all Board meetings and shall have charge of all corporate files, including the minutes of the MCAA. He shall receive and retain the minutes of all meetings of MCAA, special committees or task groups and ensure that all committee meetings are attended by a staff member or legal counsel.

**Section 10.2 Compensation of President**

The compensation of the President shall be reviewed by a Compensation Committee as defined in Section 8.6.4 whose decisions will be presented to the full Board of Directors for approval during an Executive Session of the Board held prior to the preparation of the annual budget for the Association.

**Section 10.3 Confidential Information**

When the President, in pursuit of his duties or on instructions, gathers financial information for the computation of dues or compiles historical statistical data or information from members under pledge that such data shall be used only in computing aggregate totals and shall otherwise be kept confidential, he shall not be subject to orders or instructions from any Officer or committee of MCAA to reveal such data, unless specifically authorized to do so by the member(s) supplying such data.

**Section 10.4 Bonding of Officers**

The Board of Directors, at its discretion, may bond any officer or employee with an adequate bond for the faithful performance of his duties.

**ARTICLE 11. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

MCAA shall indemnify and hold harmless each person who is now or shall hereafter serve as a director or officer, from and against any and all claims and liability whether the same are settled or proceed to judgment to which such person shall have become subject by reason of his having heretofore or hereafter been a director or officer or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses (including the cost of settlement) reasonably incurred by him in connection with any such claim, liability, suit, action or proceeding; provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, costs or expenses incurred in connection with any claim or liability, or threat or prospect thereof, based upon or arising out of his own gross negligence or willful misconduct in the performance of his duties as such director or officer. The determination hereunder and the reasonableness of such costs and expenses may be made, and shall be final and conclusive if made by the Board of Directors. Nothing contained herein shall restrict the right of MCAA to indemnify or reimburse such person in any case even though not specifically herein provided for.

MCAA shall indemnify each and every fiduciary of MCAA's staff pension plan against any and all claims, loss, damages, expense or liability arising from any action or failure to act, except when the same is judicially determined to be due to the gross negligence or willful misconduct of such fiduciary.

**ARTICLE 12. FINANCE**

**Section 12.1 Responsibility**

The Board of Directors shall be responsible for all the financial affairs of the Association including the preparation of a budget for Association activities and shall discharge any other requisite duties to insure a sound financial policy.

**Section 12.2 Dues**

The expense of carrying on the activities of the Association shall be borne by the members through dues at a rate schedule to be fixed by the Board of Directors of the Association. Dues are an annual obligation for the fiscal year which runs

from January 1 through December 31 and shall be calculated on the aggregate volume of sales generated by operations within the United States for the most recently completed fiscal year of each Manufacturer member. Such calculations shall include the relevant sales volume of each member including its divisions, affiliates and subsidiaries in the United States whose products fall within the scope of Article 2, Section 2.1 unless representatives of these entities do not participate in or benefit from the affairs of the Association. The dues rates for Channel Partner and Systems Integrator members shall be a flat fee not related to sales volume. The dues rates for Associate members shall be a fixed rate not related to sales volume. The Board of Directors shall determine the time or times such dues shall be payable and may provide for their proration. In the event a company is a hybrid of manufacturer, distributor and/or systems integrator, that company shall pay dues at the highest fee structure for which it could receive services.

**ARTICLE 13. MEETINGS**  
**Section 13.1 Meetings of the Board of Directors**

The Board of Directors may meet in person and/or by any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting. The Board of Directors will meet at least twice each year at such times and such places as may be designated by the Chairman of the Association or the President, if the Chairman is unable or is unwilling to act. Notice of a Board meeting shall be given to directors no less than 10 days before such meeting. A majority of the Board of Directors shall constitute a quorum at any meeting.

**Section 13.2 Association Meetings**

The annual meeting of the Association shall be called the Industry Forum and shall be held in the spring at such time and such place as may be deemed appropriate by the Board of Directors. The Annual Business Meeting of the Association will be held not earlier than November 1 and not later than December 31 of each year. The Annual Business Meeting of the Association may be held in person and/or by any means of communication by all participating Manufacturer, Channel Partner or Systems Integrator members may hear each other during the meeting. An individual participating in a meeting by this means is deemed to be present in person at the meeting. Such meetings may be held at a time and/or place determined by the Board of Directors. As may be deemed appropriate by the Board of Directors, elections of Directors and Officers may be conducted by mail (regular or electronic) sent to the Official and Alternate representatives of all Manufacturer, Channel Partner or Systems Integrator member companies with proper means of verification. During the Annual Business Meeting or through mail ballot, regular and/or electronic, the Board may offer for election a slate of directors and officers, provide an update on the activities of the Association during the past year, review the financial condition of the Association and announce any changes in the dues rates fixed for member companies. Any mail ballot (whether regular or electronic) shall specify when the voting will close. Other meetings of member company executives may

be held at such times and in such places as may be deemed appropriate by the group planning the meeting as approved by the Board of Directors. Notice of the Annual Business Meeting shall be given to members no less than ten (10) days and no more than sixty (60) days before such meeting.

### **Section 13.3 Special Meetings**

Special meetings of the Association may be called by the Chairman, at his discretion and must be called by the Chairman upon the written request by at least six (6) Manufacturer, Channel Partner or Systems Integrator members. Notice of a special meeting shall be given to members no less than ten (10) days and no more than sixty (60) days before such meeting.

### **Section 13.4 Quorum**

For any Board or committee meeting of MCAA , a group or committee thereof, a quorum shall consist of a majority of the qualified membership of that entity holding the meeting.

For any membership meeting, a quorum shall consist of forty percent (40%) of the entire Manufacturer, Channel Partner or Systems Integrator membership (by company count). For elections conducted by mail (whether regular or electronic), returned ballots from forty percent (40%) of the Manufacturer, Channel Partner or Systems Integrator member companies eligible to vote (by company count) shall be required for a quorum. Any mail ballot (whether regular or electronic) shall specify when the voting will close.

### **Section 13.5 Policy**

Meetings are gatherings of members at which the Association's business is transacted, and represent the opportunity to legitimately further the Association's goals. Because a trade association is, by definition, a combination of competitors, MCAA meetings must be conducted to avoid even the appearance that members are taking common action which might unreasonably restrict trade. MCAA meetings are carefully structured and monitored. An agenda is prepared and circulated in advance and is carefully followed at the meeting. An MCAA staff member attends all MCAA meetings and is responsible for preparing the minutes of each meeting. There are no informal meetings of the Association or any of its committees; discussion of Association matters must never occur outside of formal meetings.

It is difficult to delineate in a set of guidelines the permissible limits of discussion at a MCAA meeting because so much is dependent upon the context in which any particular subject is raised. However, to avoid the most sensitive areas, there should never be a discussion of the following at an MCAA meeting:

1. Price or any elements of price or pricing policies, including costs;
2. Discounts, terms and conditions of sale, warranty terms, profits, market shares, sales territories, and rejection or termination of customers;
3. Identified individual company statistics, inventories, or merchandising methods;
4. Particular competitors;
5. Anything dealing with trade abuses or excluding or controlling competition.

By following these guidelines, the members can meet to transact lawful Association business for the betterment of our industry.

#### **ARTICLE 14. DISSOLUTION**

In the event that MCAA shall be dissolved, its net assets remaining after provision for the payment of all of its debts and liabilities shall be distributed to the surviving member companies or, if none, to such other organization or organizations having the same or similar purposes as MCAA as the Board of Directors shall determine.

#### **ARTICLE 15. NOTICES**

Notice required to be given by these ByLaws may be communicated in person, by mail or private carrier, by telephone, electronic mail or by any other means permitted by the Code of Virginia.

#### **ARTICLE 16. RULES AND REGULATIONS**

The Board of Directors may adopt or amend rules and regulations to carry these ByLaws into effect and to provide for the effective management of MCAA, provided that such rules or regulations shall not be inconsistent with the provisions and requirements of these ByLaws.

#### **ARTICLE 17. AMENDMENTS**

These ByLaws may be amended (1) by affirmative vote of the Manufacturer, Channel Partner or Systems Integrator members at any regular or special meeting at which a quorum is present; (2) by the affirmative vote taken by letter or electronic ballot of two-thirds (2/3) of the Manufacturer, Channel Partner or Systems Integrator membership, provided forty percent (40%) of all the Manufacturer, Channel Partner or Systems Integrator members return ballots; (3) by two-thirds (2/3) vote of the Board of Directors at a meeting at which a quorum is present. The Board of Directors shall make the determination to take action directly or recommend action by the membership, taking into account the significance of the changes proposed to be made.