MEASUREMENT, CONTROL & AUTOMATION ASSOCIATION

BYLAWS

As Amended by the Board of Directors
June 16, 2025

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 ensure 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.

Representatives of Manufacturing members may attend Association meetings and serve on committees and task forces and the Board of Directors. The Manufacturing member company also receives a listing in the Association’s online membership directory. Manufacturing members may participate in and receive statistical surveys or reports which include Channel Partner data so long as Manufacturing data is also collected and reported.

Section3.3 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 the Association’s online 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.

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 the Association's online 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.

Section 4.1 MEMBERSHIP TERM

Membership in MCAA is an annual obligation and shall continue until terminated by the Member or by the Board of Directors as defined in Article 7, Sections 7.1-7.2. Membership shall not be assigned, transferred, conveyed, sold, leased, pledged, encumbered, or licensed.

Section 4.2 MEMBERSHIP RESPONSIBILITIES

Members agree to perform, throughout the term of membership, all duties and obligations imposed by these Bylaws. These obligations and duties shall include but are not limited to, (i) the payment of dues, fees, costs, and charges (if applicable) established by the Board of Directors and (ii) compliance with and support for policies, standards, and guidelines adopted by MCAA President or the Board of Directors.

Section 4.3 MEMBERSHIP RIGHTS AND PRIVILEGES – GOOD STANDING

Members in good standing will have all membership rights and privileges therein. The minimum requirement shall be that all dues, assessments, and other financial obligations are current, not in arrears, and paid in a timely matter.

ARTICLE 5 APPLICATIONS

An application for membership must be submitted electronically through the Association's website and include all information required for proper review. The President will review each application and provide a recommendation to the Board regarding its approval or rejection. Unless a director objects within two (2) business days of the President's notification—either by disagreeing with the recommendation or by requesting a full Board review—the President's recommendation will be automatically approved. If the President declines to make a recommendation, or if any director raises an objection, the full Board will review and vote on the application. The Board's decision will be final. Membership becomes effective upon payment of the required dues.

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 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 by electronic ballot by Manufacturer, Channel Partner and Systems Integrator members and shall serve a term of one (1) 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 election to take place no later than November 1. The President, ninety (90) days prior to the date of the annual election, shall activate the nominating Committee. The Nominating Committee shall consist of the current Chairman, Vice Chairman/Treasurer, and Immediate Past Chairman. The President will prepare a list of potential candidates to include length and level of membership engagement, and any eligible member pursuant to Article 6, who expresses interest in serving on the Board. The Committee shall select potential candidates and notify the President of their decision. The President, sixty (60) days prior to the election, will notify nominees and upon their acceptance of the nomination, report to the Board for final approval. The Board shall approve the nominating report no less than thirty (30) days prior to the annual election date. No persons shall be eligible for election to the Board of Directors or to hold the office of Chairman or Vice Chairman/Treasurer unless such person qualifies under Article 6.

Elections of Directors and Officers will be conducted by electronic means with detailed instructions sent to the designated voting contact of all Manufacturers, Channel Partners or Systems Integrators as outlined in Article 6 of these Bylaws. Electronic elections will be open for a minimum of ten (10) days but not more than twenty (20) days. Electronic ballots will allow for write-in nominations. Nominees shall be elected by a simple majority of those voting Manufacturer, Channel Partner or Systems Integrator members. Elections require a minimum quorum of voting members to return ballots as outlined in section 13.4 of these Bylaws.

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 Terms 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 or Acting Chairman, 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. Committee establishment and operational guidelines are defined by Board policies. These policies are created by the Board and reviewed every three (3) years by the current acting Board to ensure they remain in-line with the association's fundamental scope and purpose.

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.

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 consist of the current Chairman, Vice Chairman/Treasurer, Immediate Past Chairman and Vice Chairman/Treasurer elect. The 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.

The Vice Chairman shall also perform such duties common to the office of Treasurer. The Vice Chairman may at any time direct the President to provide access to all securities and bank accounts and shall have the authority to periodically advise the President to transfer funds from the income account to the operating account as needed to meet operating expenses. The Vice Chairman shall review monthly financial reports provided by the President. The Vice Chairman may also review investments of the Association and shall advise the President to withdraw surplus funds in excess of current demands and invest them in accordance with the current Board-approved investment policy. All such transactions will be reported to the Board during the next possible monthly meeting. The Vice Chairman shall perform such other duties as the Chairman or Board of Directors may direct from time to time.

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 of the President

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.

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

The President 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.

The President shall submit annually to the Board of Directors a suggested budget for MCAA. The President shall sign checks and approve electronic disbursement for the payment of current operating expense of MCAA.

The President shall also certify to the accuracy and authorize payment for all bills and vouchers. The President 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.

The President shall also keep the minutes of all Board meetings and shall have charge of all corporate files. The President shall also 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 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, the President 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

Section 11.1 Indemnification

MCAA shall indemnify each person described in Sections 13.1-875 and 13.1-881 of the Virginia Nonstock Corporation Act (the “act”), as the same may be amended from time to time, to the fullest extent allowed by Sections 13.1-876 and 13.1-877 of the Act.

Section 11.2 Insurance

The Board may cause MCAA to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of MCAA or is or was serving at the request of MCAA as a director, officer, employee or agent of another corporation, partnership, join venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of such status, whether or not MCAA would have the power to indemnify such person.

Section 11.3 Non-exclusivity; Survival; Amendements

The rights conferred on any person by this Article 11 shall not be exclusive of any other right that such person may have or hereafter acquire under any statute, provision of Articles, Bylaws, agreement, vote of disinterested directors, or otherwise, both as to action in the person’s official capacity and as to action in another capacity while holding office. MCAA is specifically authorized to enter into individual contracts with any or all of its directors, officers, employees, or agents respecting indemnification and advances, to the fullest extent not prohibited by law. The rights conferred on any person by this Article 11 shall continue as to a person who has ceased to be a director, officer, employee, or other agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Any repeal or modification of this Article 11 shall only be prospective and no repeal or modification hereof shall adversely affect the rights in effect under this Article 11 at the time of the alleged occurrence of any action or omission to act that is the cause of any proceeding against any director, officer, employee or other agent of MCAA. If this Article 11 or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, MCAA shall indemnify each director, officer, employee or agent to the fullest extent permitted (a) by any applicable portion of this Article 11 that shall not have been invalidated or (b) by any other applicable law.

ARTICLE 12 FINANCE

Section 12.1 Responsibility

The Board of Directors shall be responsible for all the financial affairs of the Association including approval of the annual budget for Association activities as prepared by the President. The Board of Directors 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 calculated on the aggregate volume of sales generated for the most recently completed fiscal year by the business unit(s) participating in membership either individually or aggregated at the election of the member company. 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 monthly by electronic meeting or at such times and 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 ten (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. In the event that a national emergency and/or crisis preclude in-person events, the Board of Directors may direct the President to move the event to a virtual platform.

An Annual Business Meeting of the Association may be conducted via virtual platform as determined by the Board of Directors. The meeting shall be held no earlier than November 12 and not later than December 31 of each year. Notice of the annual meeting will include registration details and shall be distributed to all members no less than ten (10) days and no more than thirty (30) days before such meeting. If a member vote is required, it will be conducted electronically and follow all standards as outlined in Section 13.4 of these Bylaws.

Other meetings of member company executives may be held at such times as deemed appropriate by the group planning the meeting as approved by the Board of Directors.

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 written request 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 thirty (30) 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). Any electronic ballot 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.