

NORTH CAROLINA MANUFACTURERS ALLIANCE

BYLAWS

ARTICLE I

NAME

The name of this organization shall be the North Carolina Manufacturers Alliance hereinafter referred to as the Alliance. This organization is a non-profit, trade association incorporated under the laws of the State of North Carolina.

ARTICLE II

PURPOSES

The purpose of the Alliance shall be to promote the interests of the manufacturing industries of North Carolina. Related purposes of the Alliance are, among others:

- to work effectively with State and local governments, and when appropriate, with the Federal government, to provide leadership, information, and services in the development of policies, laws, and regulations in order to protect public health, the environment, and the vitality of the manufacturing industries in North Carolina.
- to share among Members information that will enhance each Member's capabilities to operate responsibly and successfully while protecting its employees, the community and the environment.
- to inform and educate the general public, legislators, government agency officials and others about environmental, health, safety, energy and taxation issues, and any other issue that the Board of Directors determines to be of vital importance to Alliance members.
- to promote the use of good science, engineering and economics in the legislative and regulatory process.

ARTICLE III

OBJECTIVES

The individual Members of the Alliance seek to conduct business in a manner that does not endanger their employees, the general public, or the environment. Their membership in the Alliance reaffirms the importance of protecting employees, the surrounding community, and the environment and that operating with honesty and integrity is an integral part of each member's value system. The Alliance and its Members recognize the need for sound environmental laws and regulations based on science, technology, and economics that yield benefits commensurate with their costs so that all public interests are served. To achieve its objectives and purposes, the Alliance may associate with organizations of similar interests, as appropriate.

ARTICLE IV
THE NORTH CAROLINA MANUFACTURERS ALLIANCE MEMBERSHIP

Section One: Members of North Carolina Manufacturers Alliance

Members of the Manufacturers and Chemical Industry Council of North Carolina, a non-profit corporation, as of the date of the formation of North Carolina Manufacturers Alliance, who meet the membership requirements of Article IV, Section Two herein, shall, without formal application or notice of approval, be automatically admitted to membership in the Alliance.

Section Two: Qualifications for Membership

Membership in the Alliance is open to any individual, partnership, corporation, division of a corporation, or other business entity in North Carolina which meets the standards and criteria for membership established by the Board of Directors and approved by the Alliance membership, as well as the following qualifications:

Full Membership

Any individual or business entity described in the first paragraph of this section is eligible for full membership in the Alliance if it is engaged in manufacturing in North Carolina; or if it is engaged in such activities in the United States and maintains a plant, office, branch, or other facility in North Carolina. Membership in the Alliance is not open to waste management companies, utilities, law practices, or consulting firms.

Section Three: Application for Membership

Application for membership in the Alliance shall be made in writing on a form approved by the Board of Directors, hereinafter referred to as the Board. The application shall be signed by the applicant and shall state:

- (1) the type of the applicant's organization (whether individual, partnership, corporation or division, and if partnership, the names of the owners);
- (2) the location and function of the applicant's facilities within the State of North Carolina;
- (3) the nature of the applicant's business; and
- (4) that the applicant understands, accepts and agrees to abide by the Bylaws of the Alliance and additional standards or principles for continued membership currently established or which may be established by the Board and approved by the Alliance membership after the applicant becomes a Member.

Section Four: Approval of Membership Application

The President shall consider each application for membership and submit it to the Board with a report on the eligibility of the applicant. The President also shall include in the report recommendations regarding the desirability of approving the application for membership. The Board shall vote on all eligible applicants. Applications may be approved by a majority vote of all members of the Board. Following approval by the Board, notice of the approval of the application and of the applicant's annual dues shall be sent to the applicant by the President. The applicant shall become a Member of the Alliance upon subsequent payment of the annual dues.

Section Five: Representation

Each member shall designate an appropriate primary contact for communications from the Alliance and inform the Alliance of the identity of its representative.

- (1) Member companies are not restricted to one representative at committee meetings.
- (2) On matters where votes are taken, member companies are allowed one vote per company.

Section Six: Withdrawal from Membership

Any Member may, upon payment of any unpaid obligations to the Alliance, withdraw from membership at any time by giving at least thirty (30) days' advance written notice thereof to the Chairman.

Section Seven: Suspension or Expulsion from Membership

Any Member, after having been provided with a copy of the statement against said Member and granted a reasonable opportunity to be heard, may, by a two-thirds vote of all the members of the Board, be suspended for a limited time or expelled from membership for violation of the Bylaws, for failing to meet or uphold the standards or principles

required for continued membership which may be established by the Board and approved by the membership, or for conduct prejudicial to the best interests of the Alliance.

ARTICLE V FEES

Section One: Membership Dues

Each Member shall pay annual dues and periodic fees and assessments in such amounts and at such times, other than those stated herein, as may be determined by the Board.

The Board shall review and revise the structure and maximum and minimum limits of the annual dues as it may determine necessary.

The annual dues of any Member in the year of admittance to membership shall be appropriately prorated. A Member's annual dues shall be paid within sixty (60) days of billing and are payable to the Alliance.

Section Two: Arrears

Any Member failing to pay its annual dues within thirty (30) days from the date due shall be reminded thereof in writing by the President of the Alliance. If payment is not made within thirty (30) days of the second notice, said Member shall be reported to the Chairman and the Board by the President as in arrears, and, if so ordered by the Board, shall be dropped from membership and thereupon shall forfeit all rights and privileges of membership.

ARTICLE VI BOARD OF DIRECTORS

Section One: Functions and Powers

The business and affairs of the Alliance shall be managed by the Board of Directors. The Board shall have the following responsibilities and powers:

- (1) to establish and direct the policies and programs of the Alliance;
- (2) to appoint committees and subgroups with such functions as it may determine necessary;
- (3) to review and approve the actions and recommendations of the committees, the annual operating budget, applications for membership, and other such items as may be placed before a vote of the membership;
- (4) to assist in raising the funds necessary to finance the budget;

- (5) to oversee the operations of the Alliance and its committees and subgroups in the State of North Carolina;
- (6) to supervise the financial operations, arrangements and obligations of the Alliance;
- (7) to authorize the expenditure of the Alliance's funds, as appropriate;
- (8) to authorize the President to hire staff of the Alliance at the appropriate level;
- (9) to adopt additional criteria, standards or principles, subject to the approval of a majority of the membership, for the admission of prospective members to the Alliance or for continued membership in the Alliance, if it deems appropriate; and
- (10) to resolve policy conflicts which may arise between committees.

Section Two: Membership of the Board

The Board shall be comprised of no less than five (5) and no more than twenty five (25) members elected for a two year term by a simple majority of the Alliance membership present at the Annual Meeting. Each member of the Board must be a full-time employee or a retired full-time employee of a member company.

Section Three: Interim Vacancies on the Board

The Chairman or other members of the Board shall nominate candidates to fill interim vacancies on the Board. Candidates shall be elected to fill such vacancies by a vote of the majority of the remaining Board members.

Section Four: Meetings of the Board

In addition to the Annual Meeting of the Alliance, the Board shall hold no less than three regular meetings each year at such intervals as it may determine. The Board also shall hold special meetings when called by the Chairman, by the written request of three members of the Board or by the written request of three Members of the Alliance. Meetings of the Board shall be held at such place within or without the State of North Carolina as the Board may determine from time to time.

Section Five: Quorum of the Board

A quorum of the Board shall be defined as a majority of the Board membership.

Section Six: Compensation of the Board

The members and Officers of the Board shall serve without compensation.

Section Seven: Committees of the Board

The following shall serve as the standing committees of the Board:

The Executive Committee

The Executive Committee, chaired by the Alliance Chairman, shall be composed of the Alliance Officers, the immediate past Chairman if he or she remains on the Board and is willing to serve, and the Chairpersons of the committees. The Executive Committee shall exercise those powers and duties delegated to it by the Board and shall function as an approving body for all urgent Alliance actions when time constraints will not allow for convening of the full Board.

Financial Review Committee

The Financial Review Committee shall convene annually within sixty (60) days after the beginning of the fiscal year to monitor the finances of the Alliance, and may meet at other times as deemed necessary by the committee or the Board. The Financial Review Committee shall report to the Board of Directors by July 31 of each calendar year. This report shall consist of the findings of a formal third party financial review or audit in the event of changes in the President, Secretary-Treasurer, or Bookkeeper during the previous year. In years where no such changes have occurred, the financial review shall at a minimum consist of an informal review of the Alliance's finances and bookkeeping records by the Financial Review Committee. A formal financial review or audit by a third party may be conducted at any time based on the recommendations of the Financial Review Committee and the Board. The Financial Review Committee shall be comprised of not less than three persons, and may, subject to the approval of the Board, utilize the services of the Alliance's legal and accounting counsel. The Secretary/Treasurer shall not serve on the Financial Review Committee.

Nominating Committee

Prior to the Annual Meeting at which elections shall take place, the Board shall appoint a Nominating Committee consisting of not less than three members of the Board, one of whom it shall designate as Chairperson. The duties of the Chairperson shall be to nominate at the next Annual Meeting candidates for election to all open elective offices of the Alliance. Nominations also may be made from the floor at the Annual Meeting, and be subject to vote exercisable either in person, or by a duly authorized representative, or by proxy.

**ARTICLE VII
OFFICERS**

Section One: Number and Election

The officers of the Alliance shall consist of the Chairman, Vice Chairman, and Secretary/Treasurer, each of whom shall be a member of the Board. The Board from among its members shall elect the officers by a simple majority for terms of one year. Vacancies among the officers shall be filled by appointment by the Board. Officers shall assume their duties immediately upon their election or appointment.

Section Two: Chairman

The Chairman shall:

- (1) be Chairperson of the Executive Committee;
- (2) preside at all meetings of the Board;
- (3) be a member ex officio of all committees and Alliances;
- (4) have general supervision of the Alliance's affairs and business under the direction of the Board, including the direction and supervision of the President, contractors and agents;
- (5) represent the Alliance at all appropriate functions; and
- (6) perform such other duties as are incident to the office of the Chairman, or as may be designated by the Board.

Section Three: Vice Chairman

The Vice Chairman shall perform such duties as are incident to the office of the Vice Chairman, or as may be designated by the Board. In the absence of the Chairman, the Vice Chairman shall preside at all meetings of the Board and the Alliance membership, and shall perform such duties for the Chairman as may be required by the Board.

Section Four: Secretary/Treasurer

The Secretary/Treasurer shall be the chief financial and accounting officer of the Alliance and shall have charge of all funds of the Alliance. The Secretary/Treasurer shall cause the funds of the Alliance to be deposited to the credit of the Alliance in one or more banks as approved by the Board. The Secretary/Treasurer shall assist the President with the preparation of the annual budget for presentation to the Board and such interim budgets as are needed. The Secretary/Treasurer shall ensure that the Alliance invoices and collects dues and any other assessments, pays all bills and obligations, and shall keep the Board apprised of the state of the treasury. The Secretary/Treasurer may be required, at the expense of the Alliance, to give bond for the faithful discharge of the duties of the office in such amount and with such conditions as the Board may require.

Section Five: Additional Officers

In addition to the Officers mentioned above, one or more Vice Chairmen or other officers and agents who need not be members of the Board, may from time to time be appointed by the Board. Each additional officer shall have such title, powers and duties as shall be prescribed by the Board.

ARTICLE VIII PRESIDENT

The President shall be appointed by and shall hold office at the pleasure of the Board of Directors. The President shall be responsible for the day-to-day conduct of the business of the Alliance and in doing so, shall perform such duties and for such compensation as are set out in a personal service contract between the President and the Alliance. The President shall not be deemed an employee of a Member firm by virtue of his or her employment by the Alliance. In the absence or disability of the President, the Chairman may appoint a temporary acting President for the duration of such absence or disability; such temporary acting President may be an employee of a Member company.

ARTICLE IX COMMITTEES

The standing committees of the North Carolina Manufacturers Alliance shall be the Government Affairs Committee, the Science and Technology Committee, and the Membership Development Committee as described below:

Section One: Membership

Membership in the Government Affairs Committee, the Science and Technology Committee, and the Membership Development Committee shall be open to all Members of the Alliance in good standing. Alliance Members shall select the person(s) to act as their representative(s) on these committees. Committee membership shall have no restrictions as to the number of representatives per organization or the total number of members.

Section Two: Composition and Duties

The Government Affairs Committee

The Government Affairs Committee shall recommend and advocate appropriate positions for the Alliance to take on current or pending legislative actions affecting manufacturing industries in North Carolina. The Committee shall identify potential areas of legislative action and shall develop proposals for informal solutions or for formal laws. The Committee shall be responsible for advocating the positions of the Alliance to the Government of the State of North Carolina, local, and federal governments where appropriate, and for influencing legislative activities on behalf of the Alliance in accordance with the laws of the State of North Carolina. In developing these positions, the Government Affairs Committee shall consult with the Science and Technology Committee regarding the scientific and technical information relevant to those positions; and the Government Affairs Committee shall solicit input from the Science and Technology Committee prior to taking a position on behalf of the Alliance unless a circumstance arises where an immediate decision is needed.

The Government Affairs Committee shall be responsible for coordinating the external and internal communications of the Alliance in such a way as to advance the Alliance's positions and to build the reputation of the Alliance as a reliable and credible source of information regarding environmental, occupational health and safety matters for manufacturing industries in North Carolina. The Committee shall coordinate the dissemination of public communications to inform and educate the general public about current environmental, health, safety, energy, and taxation issues. The Government Affairs Committee may arrange for the preparation of public communications on behalf of the Alliance and take other appropriate actions to advance the lawful interests of the Alliance. All public media communications of the Alliance shall be monitored by the Committee.

The Government Affairs Committee shall be comprised of persons who are assigned by their organizations to affect or to monitor legislative activities in North Carolina, to fulfill public relations responsibilities, or who possess expertise of a nature useful to the Committee. The Committee shall be assisted in its work by the Alliance's staff when directed by the President. The Chairperson of the Government Affairs Committee also may invite Member organizations to supply persons with expertise in technical areas to appear at a meeting to advise the Committee or its subgroups.

The Science and Technology Committee

The Science and Technology Committee shall research and analyze the scientific and technological soundness of proposed regulations affecting manufacturing industries and their scientific and technological implications. The Science and Technology Committee shall recommend appropriate policy positions for the Alliance. The Committee shall fulfill the following functions:

- (1) collect and make available scientific and technical information and analysis regarding environmental, safety, and energy issues related to manufacturing industries in North Carolina; and
- (2) where requested by the Government Affairs Committee or its designee, review Alliance positions, statements, publications, proposals and plans for scientific and technical accuracy and soundness; and
- (3) advise the Board and Alliance committees, subgroups, task groups, legal counsel, and public relations counsel on matters of science and technology.

The Science and Technology Committee shall be comprised of persons who have specialized training and/or advanced degrees in environmental, engineering, or related sciences and hold scientific and technological responsibilities with the Member appointing that person. The Committee shall be assisted in its work by the Alliance's staff when directed by the President. The Science and Technology Committee shall serve as liaison with other scientific and technological groups as directed by the Board.

Membership Development Committee

The Membership Development Committee shall review and evaluate opportunities that will promote expansion in the membership of the Alliance, and shall

seek ways to encourage participation by Members in the work of the Alliance. The Membership Development Committee shall fulfill the following functions:

- (1) review and evaluate options for expanding the membership in the Alliance to include associate or affiliate members, and in doing so, develop governance measures that will preserve the PURPOSES and OBJECTIVES of the Alliance as set out in ARTICLES II AND III of the Bylaws; and
- (2) conduct annual reviews of the dues structure of the Alliance, and where appropriate, recommend changes in the dues structure to the Board of Directors; and
- (3) identify ways to expand the annual revenue available to the Alliance, without increasing Member dues, by evaluating alternative income-generating opportunities such as seminars, workshops, NCMA web site sponsorships and advertising, etc; and
- (4) seek to identify ways to increase Member participation in the activities of the Alliance.

Participation in the Membership Development Committee is open to all members of the Alliance. The Committee shall be assisted in its work by the Alliance's staff when directed by the President.

Section Three: Board Review of Activities of Committee

All activities of committees and Alliances are subject to approval by the Board. The Chairperson of each committee, elected by the committee, and approved annually by the Board, shall be responsible for reporting all business to the Board and to the Alliance membership as may be deemed necessary by the Board. The President shall serve as a non-voting, ad hoc member of all committees. The Board or Chairman may appoint other committees with such duties and functions as may be needed. The Board or Chairman may also dissolve existing committees other than the standing committees as deemed appropriate.

Section Four: Meetings of Committees

The standing committees of the Alliance shall hold regular meetings at least once per quarter. Additional meetings may be held when requested by the Board, or the Chairperson or members of the committee. The standing committees may arrange for joint meetings of the committees. Meetings of the standing committees may be held at such places within or without the State of North Carolina as the Chairpersons and Board may determine from time to time.

Section Five: Rules and Regulations of Committees

Each committee may, unless otherwise directed by the appointing authority, adopt such rules and regulations for the conduct of its affairs as it may deem desirable. Such rules and regulations as may be adopted shall be those that are appropriate for the conduct of the committee's affairs, consistent with the Alliance's policies, and subject to

review and approval by the Board in those instances where the Board may deem such review and approval desirable.

ARTICLE X FISCAL YEAR AND BUDGET

Section One

All funds of the Manufacturers and Chemical Industry Council of North Carolina shall be transferred to the account of the Alliance.

Section Two

The fiscal year of the Alliance shall begin January 1 and end December 31. The Board shall present a budget to the Members of the Alliance at the Annual Meeting. After approval by the membership, no changes shall be made in the budget except upon an affirmative vote of the majority of a quorum of the members of the Board.

ARTICLE XI ANNUAL MEETING OR SPECIAL MEETINGS

Section One: The Annual Meeting

The Annual Meeting of the Alliance Members for the election of the Board and other purposes shall be held at such date, time and place, either within or without the State of North Carolina, as may be fixed by the Board. At least fourteen (14) days' written notice of the Annual Meeting shall be given by the Alliance to each Member.

Section Two: Special Meeting

A special meeting of the Alliance may be called by the Chairman at any time, and shall be called by the Chairman upon the written request of two-thirds of the members of the Board or at least one-third of the Members of the Alliance to transact only such business as shall be specified in the notice thereof. At least fourteen (14) days' written notice shall be given to each Member of the Alliance of any such special meeting.

Section Three: Quorum

Twenty-five (25%) percent of the Members of the Alliance in good standing, represented at a meeting in person, or by a duly authorized representative, or by proxy, shall constitute a quorum for the transaction of business, except as otherwise provided by these Bylaws. For purposes of amending the Bylaws, a quorum shall be defined as fifty (50%) percent of the membership present or voting proxy.

Section Four: Voting

Each full Member in good standing shall be entitled to only one vote at any Annual or Special Meeting of the Members of the Alliance, which shall be exercisable either in person, or by a duly authorized representative, or by proxy, provided that the proxy shall be duly executed in writing within thirty (30) days of the meeting at which it is to be used.

Section Five: Parliamentary Procedure

Robert's Rules of Order, Revised, shall govern parliamentary procedure at all meetings in all cases where they are not inconsistent with these Bylaws.

Section Six: Notices and Waivers

Whenever law or these Bylaws require that notice be given to any Member or Officer, such notice, may, except as otherwise provided by law, be given in person, by telephone, by electronic means or in writing by depositing the same in a post office or in a regularly maintained letter box, in a postpaid, sealed wrapper, addressed to such Member or Officer, at such address as appears on the most recent records of the Alliance, and any notice so given by mail shall be deemed to have been given when it shall have been thus mailed. If given in writing, such notice need not be manually signed.

Oral notice shall be deemed to have been given at any time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient. A written waiver of required notice signed by such Member or Officer or by his or her duly authorized attorney whether before or after the time of required notice, shall be deemed the equivalent thereof and the presence at any meeting of such Member or Office shall be deemed a waiver of such required notice.

Section Seven: Reports

The Board and the Officers shall render reports at the time and in the manner required by law. Officers, committees, and the Alliance shall render such additional reports as may be required by the Board, and in any case, each standing committee shall render regular reports not less than once in each year.

ARTICLE XII AMENDMENTS

The Bylaws may be amended by a two-thirds vote of the Members present at the Annual Meeting of the Alliance or at special meetings of the Alliance, provided that a quorum, as defined in Article XI, Section Three, is present. Proposed changes in the Bylaws shall be mailed to Member representatives at least fifteen (15) days before the Annual Meeting or special meetings of the Alliance.

**ARTICLE XIII
DISSOLUTION**

The Alliance shall be perpetual but may be dissolved according to law. Upon dissolution the Secretary/Treasurer first shall pay all outstanding liabilities and obligations of the Alliance, then distribute all undistributed assets to any association or associations organized for purposes similar to those set forth in Article II of the Bylaws.

**ARTICLE XIV
REGISTERED OFFICE**

The corporate office of the Alliance shall be in the City of Raleigh, North Carolina, but the business of the Alliance may be transacted in such other places as the Board may determine from time to time.

**ARTICLE XV
DIRECTORS AND OFFICERS INDEMNIFICATION**

Any member of the Board or Officer of the Alliance shall not be personally liable for monetary damages, except to the extent covered by insurance, for any act or failure to act arising out of his/her service, except where the person, (i) is compensated for his/her services beyond reimbursement for expenses, (ii) was not acting within the scope of his/her official duties, (iii) was not acting in good faith, (iv) committed gross negligence or willful or wanton misconduct that resulted in damage or injury, and derived improper personal financial benefit from the transaction, (v) incurred liability for the operation of a motor vehicle, or (vi) is defendant in an action brought under G.S. Section 55A-22.1 or G.S. Section 55A-28.2.

Amended 1-17-13