

International Molded Fiber Association

(IMFA)

Association Bylaws

Voted and Unanimously Adopted by the IMFA Board of Directors on
3/6/2019



ARTICLE I

1.1 Board of Directors: The management of the affairs, funds and property of the Association shall be vested in the Board of Directors, which shall consist of ten (10) Charter and Premier members (see appendix 1), including the Chairman, the Executive Director, and the Executive Director Emeritus, if applicable.

1.2 Nomination of and Election to the Board of Directors: neither less than 15 nor more than 30 days before the annual meeting of the Association, the Chairman shall seek nominations for the Board of Directors from Charter and Premier members. The slate of nominees will be presented to the Board who will make proposals to the members for consideration and election by way of voting from current Charter and Premier members, in good standing.

1.3 Term of the Board of Directors: Members elected to the Board of Directors will serve a minimum two-year term and shall be eligible for reelection to further terms. The current Executive Director Emeritus (Joe Grygny) shall be a voting member of the Board of Directors with no-term limit, so long as a majority of the Board of Directors agrees, that he is mentally and physically capable of handling Association matters.

- The nomination for retirement/reelection will ordinarily be based on first in first out and will be applied to two Board Members each year at the annual general meeting.

1.4 Meetings: The Board of Directors shall meet at least once a year to review the budget, establish dues, and conduct other necessary business. Regular and special meetings of the Board shall be held at the call of the Chairman or upon the request of any five members thereof. Ten days' notice of the time and place of all such meetings shall be given to all Board members. The Secretary, shall issue the call of all such meetings. Except as otherwise specifically provided herein, a majority of the Directors shall constitute a quorum for the transaction of all business. Any or all Directors may participate in a meeting by, or conduct the meeting through the use of, 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. A majority vote of Directors present at any duly called meeting of the Board, a quorum being present, shall be required to carry any resolution except as otherwise provided herein. At any meeting of the Board at which a quorum is not present, the members present by a majority vote may adjourn the meeting to such time and place as they may designate. Once reconvened at the agreed time and date, those present will constitute a quorum.

1.5 Action Without Meeting: Any action required by law to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors. It is further agreed that emails sent to all Directors by the Chairman and given a minimum period of 7 days for response will be deemed to have been in support of the motion if not responded to the contrary, or if not responded to at all in that time period.

1.6 Vacancies: The Board of Directors shall have the power to fill any vacancy occurring on the Board between meetings of the membership. Any person appointed to fill such a vacancy shall serve until the expiration of the term he or she was appointed to fill or until his or her successor shall be elected.

ARTICLE II – OFFICERS

2.1 Officers: The elected officers of the Association shall be a Treasurer. The appointed officers shall be a Chairman, an Executive Director /Secretary, and Executive Director Emeritus. A single individual may hold more than one appointed office. The elected officers shall not receive

compensation for their services. The appointed Officers shall receive such compensation as shall be determined by the Board of Directors. The Board shall have the power, from time to time, to create other offices and appoint officers thereto to prescribe the powers and duties of such officers and fix their compensation, if any.

2.2 Election/Appointment and Term of Officers: Treasurer shall be elected as described in Article I. They shall serve a two-year term or until their successors are elected. The Executive Chairman and other appointed officers shall be appointed by and serve at the pleasure of the Board.

2.4 The Chairman: The Chairman shall be the chief executive officer of the Association. He or she shall preside at all meetings of the Association and shall appoint and, ex officio, be a member of, all other committees, except as otherwise provided in these bylaws.

2.5 The Vice Chairman: The Vice Chairman shall perform the duties of the Chair in the event of the Chair's absence or disability.

2.6 Executive Director: Subject to the authority of the Board of Directors and the Chair, shall be the chief operating and administrative officer of the Association, in general charge of its headquarters, its operating staff and its activities. He or she shall be a person who is qualified to serve as a trade association manager and may attend, ex officio, without voting power, meetings of all committees, the membership, and the Board of Directors. He or she shall have authority to select and employ staff, as he or she requires within the limits of the budgets approved. He or she shall have custody of all corporate and other records, statistics, and documents of the Association.

2.7 Secretary and Treasurer: The Secretary shall perform such duties as may be required by the Board of Directors and the Executive Chairman. He or she shall be responsible for the minutes of the meetings of the Association. The Treasurer shall oversee to be received and kept on deposit the funds of the Association, in such bank or banks as may be designated by the Board of Directors, and shall cause to be paid therewith obligations of the Association as authorized from time to time by the Board of Directors. The Treasurer shall cause to be prepared and submitted at each Annual Meeting, and at such other times as the Board

may require, a report showing aggregate receipts and itemized disbursements of all funds of the Association

2.8 Vacancies: Vacancies in any office may be filled for the balance of the term thereof by the Directors.

ARTICLE III – COMMITTEES

3.1 Nominating Committee: Nominating Committee role. Not less than 30 nor more than 60 days before the annual meeting of the association , the Board will accept nominations and prepare a slate of nominees for presentation to the membership in accordance with Article I of these bylaws.

3.2 Other Committees: The Chairman shall appoint such other committees as may be deemed desirable. The purpose of each such committee shall be fully set forth at the time of its appointment. The Secretary shall record and file the date, place of and attendance at each meeting of any such committee and all minutes of its proceedings. The members appointed to any such committee shall continue as members thereof until the annual meeting of the membership next ensuing after such appointment.

3.3 Vacancies: the Chairman may fill Vacancies in any committee for the unexpired term.

ARTICLE III – MEETINGS

4.1 Annual Meeting: The annual meeting of the Association shall be held at such time and place, as shall be determined, in advance, by the Board of Directors. The members shall be given not less than 30 days written notice of such meeting. The regular business of the annual meeting shall include receiving the reports of officers and committees, approval of the Association's annual budget and the election of Directors and Officers, as appropriate.

4.2 Special Meetings: Special meetings of the association shall be called at the discretion of the Chairman, the Board of Directors or upon written request to the Executive Director by five or more Charter & Premier members. Ten days' notice of all special meetings shall be given.

4.3 Quorum and Voting: At any meeting of the Association or Committee thereof, a quorum shall consist of those present, but not less than 10, of the membership entitled to vote thereat, provided the meeting has been duly constituted, except as otherwise provided in these bylaws. Action at any meeting shall be by affirmative vote of a majority of the members present and entitled to vote, in person or by proxy except as otherwise provided for in these bylaws. Each Charter & Premier member shall be entitled to one vote and shall have the right to delegate such power by proxy in writing. A member may revoke a proxy any time prior to its exercise.

4.4 Mail, Facsimile or Electronic Mail Vote: Whenever, in the judgment of the Chairman, or in the judgment of any Committee Chair on questions concerning such Chair's respective Group, Division or Committee, any question or proposal shall arise which it is determined should be put to a vote of the Board of Directors. The question or proposal shall be decided by a majority of the votes received within two weeks after the date of mailing/faxing/e- mailing such question from the Board.

4.5 Parliamentary Rules: Robert's Rules of Order, as revised, shall be the governing parliamentary law of the Association in all cases not provided for in its bylaws, or its own rules.

4.6 Minutes: Written minutes will be kept of all meetings of the membership, the Board of Directors, and Committees of the Association.

4.7 Telephonic or Video Meetings: Any meeting of any the Board or Committee may, in the discretion of its Chair and upon notice as provided in these bylaws, be held by telephonic, video or other means of communication, provided that all members of such Group, Division or Committee entitled to participate in such meeting may simultaneously hear each other during such meeting. Any or all members of the Board or Committee may participate in any meeting of such Committee, by means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in any such meeting by this means is deemed to be present in person at the meeting.

Appendix 1

Membership Categories

CHARTER MEMBER

All Manufacturers of Molded Fiber products who have multiple manufacturing sites. Any Premier or Affiliate member wanting to upgrade to Charter membership. May nominate and vote on Board membership.

PREMIER MEMBER

All Manufacturers of Molded Fiber products who have a single manufacturing site. All Suppliers of Pulp Molding Machines. All Suppliers whose core business is ultimately supplying into Molded Fiber Manufacturers. This would include but is not limited to Tooling, Raw material and Services. Any Affiliate member who would like to upgrade to Premier. May nominate and vote on Board membership.

AFFILIATE MEMBER

All others falling outside of the Charter and Premier qualifying criteria. May not nominate or vote on Board membership. May vote on all other general IMFA business requiring a membership vote.

Appendix 2

Anti-Trust

All IMFA meetings will be conducted in accordance with the U.S. Antitrust Laws and Regulations. As such we will refrain from any discussion of costs, prices, market share, territories, warranties, etc. Should anyone become uncomfortable with the direction of the conversation in any IMFA meeting, we will stop, rephrase the issue, and proceed with the discussion in the appropriate manner.