



BYLAWS

Revised and Approved
May 6, 2021

ARTICLE I – NAME AND CORPORATE SEAL

The name of this corporation shall be the Brick Industry Association, hereinafter referred to as the “BIA.” The corporate seal shall have inscribed thereon the name of the corporation and the words “Corporate Seal, Delaware.”

ARTICLE II – MISSION AND GOALS

The mission of the BIA shall be to promote and safeguard the clay brick industry. Its plan of work shall be designed to achieve the industry’s strategic goals through program initiatives which cannot be done by the members for themselves or which are more effectively carried out collectively. The BIA may engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware in carrying out its mission and plan of work.

ARTICLE III – OFFICES

Section 1 - Registered Office and Agent

The registered office and agent of the BIA shall be determined by the BIA President & CEO.

Section 2 - Principal Office and Other Offices

The BIA’s principal business office location shall be determined, and may be changed, by resolution of the BIA Board of Directors (“BIA Board”). In the absence of a BIA Board resolution, the location shall be determined by the BIA President & CEO. The BIA may establish other office locations from time to time as the BIA Board or BIA President & CEO may determine.

ARTICLE IV – MEMBERSHIP

Section 1 – Membership Classes

Classes of members shall be determined, and may be changed, by resolution of the BIA Board, provided that they are consistent with these bylaws.

Section 2 - Distributor Members

Any business entity that purchases clay brick products for the purposes of resale or is the representative of one or more manufacturers of clay brick products or is engaged in the promotion and sale of such products, shall be eligible to become a Distributor Member of the BIA.

Section 3 - Manufacturer Members

Any business entity engaged in the manufacture of clay brick products in the United States shall be eligible to become a Manufacturer Member of the BIA.



BYLAWS

**Revised and Approved
May 6, 2021**

Section 4 – Associate Manufacturer Members

Any business entity engaged in the manufacture of clay brick products in the United States and has total annual shipments of clay brick products equal to or less than the maximum limit approved by the BIA Board shall be eligible to become an Associate Manufacturer Member. Associate Manufacturer Members shall have no vote in the affairs of the BIA and cannot sit on the BIA Board, Executive Committee, or on any Program Committee or Task Force as a voting or non-voting member. Associate Manufacturer Members may attend the BIA spring and fall meetings including the BIA Board and Program Committee meetings as a guest. Associate Manufacturer Member benefits including any staff access and the ability to purchase or receive select documents, information, analyses, training, education, or reports compiled by, or prepared by or for, the BIA or its Distributor or Manufacturer Members will be determined by the BIA Board or the BIA Executive Committee.

Section 5 - Dual Members

Where a business entity is both a distributor and a manufacturer of clay brick and desires to join the BIA, it must first join and pay dues as a Manufacturer Member. If so desired, the entity may also join and pay dues as a Distributor Member. An Associate Manufacturer Member company that is also a distributor is not eligible to join as a Distributor Member and cannot sit on the Distributor Council as either a voting or non-voting member.

Section 6 - Contributing Associate Members

Any business entity engaged in the furtherance of the clay brick industry but not as a distributor or manufacturer as described above shall be eligible to become a Contributing Associate Member of the BIA, upon qualifying under such rules and regulations as may be prescribed by the BIA Board. Contributing Associate Members shall have no vote in the affairs of the BIA but may participate on Program Committees and Task Forces in a manner approved by the BIA Board. Contributing Associate Members shall not have access to documents, information, analyses, training, education, or reports compiled by, or prepared by or for, the BIA or its Distributor or Manufacturer Members.

Section 7 – Premium Contributing Associate Members

Any business entity primarily engaged in the furtherance of the clay brick industry but not eligible to join as a Distributor or Manufacturer Member shall be eligible to become a Premium Contributing Associate Member of the BIA, upon qualifying under such rules and regulations as determined by the BIA Board. Premium Contributing Associate Members shall have no vote in the affairs of the BIA but may participate on Program Committees and Task Forces in a manner approved by the BIA Board. Premium Contributing Associate Members shall have full access to documents, information, analyses, training, education, or reports compiled by, or prepared by or for, the BIA or its Distributor or Manufacturer Members.



BYLAWS

Revised and Approved
May 6, 2021

Section 8 - International Members

Any business entity engaged in the manufacture or sale of clay brick products outside the United States that is not eligible to be a Manufacturer or Distributor Member based on U.S. sales shall be eligible to become an International Member of the BIA, upon qualifying under such rules and regulations as may be prescribed by the BIA Board. International Members shall have no vote in the affairs of the BIA but may participate on Program Committees and Task Forces in a manner approved by the BIA Board. International Members shall not have access to documents, information, analyses, training, education, or reports compiled by, or prepared by or for, the BIA or its Distributor or Manufacturer Members.

Section 9 - Membership Contract, Dues and Assessments

Business entities in any membership category, except Contributing Associate Members, Premium Contributing Associate Members, and International Members, shall become members of the BIA by executing a membership contract to be prescribed by or under the authority of the BIA Board, setting forth the rights and obligations of membership consistent with these bylaws. The membership contract shall express, at a minimum, the extent of the obligation to pay dues and assessments which shall cover all the clay brick products made or sold by the members and shall give the privilege of withdrawal from membership. Both the basis and rate of dues and assessments shall be determined from time to time by the BIA Board, with approval of the distributor members' dues and assessments being provided by the distributor members of the Board, and with approval of the manufacturer members of the Board for manufacturer member dues and assessments. Member dues, assessments shall be payable by members in accordance with the membership contract.

Except for Article IV, Section 5, only one BIA membership is permitted per eligible corporate enterprise, including all subsidiary corporations and divisions, even if separately incorporated. An eligible subsidiary or division is one whose primary business is the manufacturer or sale of clay brick products or one that is engaged in the furtherance of the clay brick industry but not as a distributor or manufacturer. The combined shipments of any corporate enterprise, including all companies or divisions controlled by that enterprise even if separately incorporated, shall be reported to the BIA and used for purposes of determining member dues.

Section 10 - Forfeit of Interest

Any member whose membership shall have terminated by resignation, non-payment of dues, cessation of business, expulsion or other cause shall forfeit thereby all interest in any and all funds, property, rights, and interests belonging to the BIA.

Section 11 - Suspension and Expulsion

Any member or any representative of a member, may be expelled, censured, or suspended for conduct prejudicial to the welfare, interest, or character of the BIA by the affirmative vote of two-thirds of the members of the BIA Executive Committee; provided however, that notice in writing, together with a copy of the charges and specifications shall have been sent to said member or representative at least twenty (20) days before the meeting of the BIA Executive Committee where such action shall be considered. A member or its representative so accused may appear before the BIA Executive Committee and may have legal representation at said meeting. A member or its representative shall have the right to appeal the decision of the BIA Executive



BYLAWS

Revised and Approved
May 6, 2021

Committee to the BIA Board at the next regular meeting of the BIA Board. The majority decision of the BIA Board present at such meeting shall be final and binding.

ARTICLE V – BOARD OF DIRECTORS

Section 1 - Governance

The affairs of the BIA are to be governed by the BIA Board.

Section 2 - Composition

(a) *Elected Directors*

The Board's Distributor Nominating Committee (BDNC) shall nominate (6) distributor members to serve as elected Directors of the BIA Board. The Board's Manufacturer Nominating Committee (BMNC) shall nominate six (6) manufacturing members to serve as elected Directors of the BIA Board.

(b) *Automatic Seats*

In addition to any elected Director, any Manufacturer Member whose current year's dues exceed the level set by the BIA Board shall be granted one Automatic Seat and vote on the BIA Board, and any Distributor Member whose calendar year dues exceed the level set by the BIA Board shall be granted one Automatic Seat and vote on the BIA Board.

(c) *Immediate Past Chair*

The Immediate Past Chair of the BIA Board shall serve a term as a voting Director, unless that Member company is represented on the BIA Board by another designee, in which case the Immediate Past Chair will sit on the Board as an *ex officio* director without vote. If the Immediate Past Chair of the BIA Board cannot, or will not serve in that position, the seat will remain empty for that term.

(d) *Region Chairs*

The Chair of each BIA Region shall be granted one Director seat and one vote, unless that Region Chair represents a non-BIA-member company or represents a Member company already having a vote on the BIA Board, in which case that Region Chair will sit as an *ex officio* director without vote for that term.

(e) *Majority Seat(s)*

The membership class which generates the higher annual dues income shall at all times maintain a majority of voting Directors on the BIA Board. If a majority of the Directors of the BIA Board do not adequately represent that membership class, the appropriate Distributor or Manufacturer Board Nominating Committee shall nominate, and its membership class on the Board shall elect, sufficient Directors for a one-year term so that its membership class regains a voting majority of the BIA Board. In order for the majority to be maintained at a time other than a regularly scheduled meeting, the Executive Committee may act by majority vote to confirm the nomination of any Majority Seat Director until the BIA Board can act at its next meeting to confirm the appointment.



BYLAWS

Revised and Approved
May 6, 2021

(f) Override Authority

Any member company in the membership class generating the higher total annual dues income will be granted the option to unilaterally exercise an override (“Override Authority”) over qualified BIA Board decisions for each year in which such member company ships one billion standard brick equivalents (SBE) or more for the twelve month period approved by the BIA Board for determining dues (“Override Authorized Member Companies”). Override Authority may be used by one or more Override Authorized Member Companies only to supersede a majority vote of the BIA Board to approve the national annual operating and capital budgets including any subsequent amendments to such budgets.

In the event that there is more than one qualified Override Authorized Member Company, a majority of Override Authority votes cast are needed to supersede the national budget approval of the BIA Board. In the event of a tie in the number of Override Authority votes cast for or against approval of the qualifying national budget or amendment thereto, approval of such action shall be determined by a majority vote of the BIA Board.

Override Authority cannot be used for regional or local council Board decisions including the approval of their annual operating and capital budgets. Override Authority is limited to the enumerated purposes described herein, and cannot be exercised for any other purpose, including but not limited to blocking any eligible company’s membership, the adoption of meeting minutes, financial results, audit reports, or non-monetary BIA Board decisions such as changes to these Bylaws or to the Articles of incorporation, BIA elections, non-monetary policy approvals.

(g) President & CEO

The BIA President & CEO will serve as ex-officio non-voting member of the BIA Board.

Section 3 – Eligibility & Length of Term

(a) Eligibility

Only individuals employed by and serving in executive, director or management positions for their respective Distributor Member or Manufacturer Member companies are eligible to serve on the BIA Board. Of the elected Distributor seats on the BIA Board, no more than three (3) shall represent member companies that are both Manufacturer and Distributor Members. The eligibility of all incoming directors must be confirmed at the fall meeting by the BIA Board after their nomination.

(b) Length of Term

All Elected BIA Board Directors, BIA Board officers, the Immediate Past Chair, and Region Chairs will serve a two-year term beginning January 1 following their nomination and election at the fall meeting by the BIA Board. Representatives nominated for Automatic Seats will be confirmed by the BIA Board at either the spring or the fall meeting in the first year they meet the requirements of Article V, Section 2 (b) and the Automatic Seat will remain on the BIA Board, subject to the eligibility requirements in this Section, so long as the Manufacturer or Distributor Member that has been granted the Automatic Seat continues to satisfy the dues threshold requirement as set forth in Section 2(b) of this Article. Representatives serving as Majority Seat directors will serve a one-year term beginning January 1 following their nomination and election at the fall meeting and confirmation by the BIA Board.



BYLAWS

Revised and Approved
May 6, 2021

Section 4 - BIA Board Officers

(a) Chair

The BIA Board Chair shall be the chief elected officer of the BIA and shall preside as Chair and voting member at meetings of the BIA Board and the Executive Committee. The BIA Board Chair shall be a voting member of the Audit & Finance Committee and an *ex-officio* member with the right to vote on all Program Committees and Task Forces. The BIA Board Chair shall serve as an *ex-officio* member without vote on all Region Boards and councils. The Chair shall perform such duties as are necessarily incident to the office of Chair of the BIA or as may be prescribed by the BIA Board. When possible, the office of BIA Board Chair should not be held by a representative of the same class of voting membership for more than four (4) consecutive years.

(b) Vice Chair

The BIA Board Vice Chair shall perform the duties of the Chair in the event of temporary disability or absence of the Chair or as may be prescribed by the BIA Board.

(c) President & CEO

The BIA Board shall employ a chief executive who shall have the title of BIA President & CEO. The BIA Board may delegate the authority to its Executive Committee to establish the terms and conditions of the President & CEO's employment, compensation, and other financial arrangements. The President & CEO shall manage and direct all activities of the BIA, subject to the oversight and policies of the BIA Board and these bylaws. The President & CEO may employ and may terminate the employment of BIA Staff necessary to carry out the work of the BIA and fix their compensation within the approved budget. The President & CEO shall define the duties of the Staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of the BIA. The President & CEO shall serve as an *ex-officio* member without vote on the BIA Board and Task Forces, Executive Committee, Audit & Finance Committee, all BIA Region Boards and councils, Local Council Boards and all Program Committees and Task Forces and shall have a right to attend all regular and special meetings.

(d) Treasurer

The BIA Board Treasurer shall be a voting member of the BIA Board, except in cases where that member company is already represented by a voting member on the BIA Board, in which case the Treasurer will serve as a non-voting member of the BIA Board. The BIA Board Treasurer will also serve as chair of BIA's Audit & Finance Committee and shall, in conjunction with the BIA CFO, report the BIA's financial condition to the BIA Board.

(e) Secretary

The BIA Board Secretary shall be a voting member of the BIA Board, except in cases where that member company is already represented by a voting member on the BIA Board, in which case the Secretary will serve as a non-voting member of the BIA Board. The BIA Board Secretary will oversee the proper recording of proceedings of meetings of the BIA and the BIA Board, and shall ensure that accurate records are kept of all meetings.



BYLAWS

Revised and Approved
May 6, 2021

Section 5 - Executive Committee

(a) Composition

The voting members of the Executive Committee shall include the BIA Chair, Vice Chair, Secretary, and Treasurer of the BIA Board, the Immediate Past Chair of the BIA Board, a representative of one of the companies holding an automatic Distributor Member seat on the BIA Board (who does not also represent a Manufacturer Member), and a representative from each of the Manufacturer Member companies holding an automatic Manufacturer Member seat on the Board. The BIA President & CEO shall sit as a non-voting member of the Executive Committee.

(b) Purpose

The Executive Committee shall provide oversight for the strategic goals and planning for the BIA and may act for the Board as required between BIA Board meetings. Any proposed action approved by the Executive Committee must be approved by the BIA Board at its next scheduled meeting.

(c) Authority

The Executive Committee shall have the authority to act between meetings of the BIA Board on all BIA matters except those the BIA Board specifically reserves to itself, such as the right and power to approve the annual budget; to purchase or sell any real property; and to fix annual dues and special fees and assessments consistent with these bylaws.

(d) Executive Committee Access

BIA Executive Committee Members shall have the right to attend all BIA meetings including BIA Board Task Force, Council, Region, Local Council, Program Committee, and Committee Task Force meetings as an ex-officio member without a vote unless they are already a voting member at the applicable meeting.

Section 6 – Audit & Finance Committee

(a) Composition

The Audit & Finance Committee shall be chaired by the BIA Board Treasurer. The voting members of the Audit & Finance Committee shall include the BIA Board Chair, BIA Vice Chair, BIA Treasurer and four (4) At-Large members to be appointed by the BIA Board Chair. Each of the Regional Boards may appoint a representative from their membership to serve as a member of the Audit & Finance Committee, with a right to vote only on matters directly pertaining to the finances of that representative's Region. The BIA CFO and the BIA President & CEO shall sit as ex-officio non-voting members of the Audit & Finance Committee. The CFO shall serve as the staff liaison to the Committee.

(b) Purpose

The primary role of the Audit & Finance Committee is to provide assurance to the BIA Board that the BIA has the appropriate personnel, policies, systems, and controls in place to safeguard assets and to accurately report the BIA's financial condition to its members and external users.



BYLAWS

Revised and Approved
May 6, 2021

Section 7 - Special Task Forces

The BIA Board may, by majority vote, establish Special Task Forces including a Distributor or Manufacturer Task force to work on matters specific to that membership class to conduct work not included in the work of the Executive or Audit & Finance Committees. Any recommendation of a Special Task Force must be approved by the BIA Board by majority vote prior to its implementation. Any Distributor or Manufacturer Task Forces should consist primarily of members not currently serving on the BIA Board in order to increase the participation of member companies but may include current Board members for continuity purposes. No member company may have more than one-voting representative on any BIA Board Task Force. Upon completion of the BIA Board assigned project(s), the applicable Task Force shall be disbanded.

(a) Task Force Chair & Vice Chair

Board Task Forces will include a Chair and Vice Chair who shall be elected by the members of the Special Task Force.

(b) Duties of Task Force Chair

The Chair of the Task Force shall preside at all meetings of the Task Force. The Chair shall serve on the BIA Board of Directors, as a voting member unless that Member company is represented on the BIA Board by another designee, in which case the Special Task Force Chair will sit on the Board as an *ex officio* director without vote.

(c) Duties of Task Force Vice Chair

The Vice-Chair of the Task Force shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair.

ARTICLE VI – Manufacturers’ Trust

Section 1 - Manufacturers’ Trust

The Manufacturer members of the BIA Board, by a majority vote, must approve all expenditures from the Manufacturers’ Trust.

ARTICLE VII – REGIONS & LOCAL COUNCILS

Section 1 – Creation of Regions & Local Councils

The BIA Board shall have the authority to create BIA Regions and Local Councils to conduct programs in furtherance of the BIA mission in any geographically-defined areas. The BIA Board is the ultimate authority and may by majority vote, confirm or overrule any action approved by a Region or Local Council Board of Directors.

Section 2 – Financial Oversight

BIA Regions shall not knowingly encumber any of the assets of BIA without prior approval by the BIA Board. Conversely, no activities of BIA shall encumber any of the assets of the Regions without prior approval of their Boards and Councils.



BYLAWS

Revised and Approved
May 6, 2021

Section 3 – Role of Regions’ Boards and Local Councils

Regional and Local Council Boards of Directors shall have the authority to represent the interests of their member companies in specific geographic areas. Regional and Local Council Boards shall have control and management of the affairs and business of the Regions and Local Councils, with the authority to conduct the business of the Region or Local Council consistent with BIA policies and these Bylaws. Activities will be governed by Operating Rules approved by the Region or Local Council Board. The Operating Rules shall address financial and governance issues and shall be materially consistent across all BIA Regions and Local Councils. Decisions by Regional Boards and Local Councils are subject to ratification by a majority vote of the BIA Board. At least a majority of the members of the Region and Local Council Boards of Directors must be members of BIA. The BIA Board Chair, BIA President & CEO and members of the BIA Executive Committee shall serve as non-voting *ex-officio* members of all Regional and Local Councils Boards and shall have the right to attend all regular and special meetings.

Section 4 – Regional Staff

All Regional staff shall have dual reporting responsibility to the BIA President & CEO or his or her designee and the Region’s Board. The terms and conditions of employment shall be specified by the Regional Board in collaboration with the BIA President & CEO and must comply with the BIA Personnel Policies Manual.

Section 5 – Governance of Councils

Regions, Regional Councils and BIA Local Councils must adopt operating rules that shall incorporate and be bound by the following provisions of these BIA Bylaws: Articles I, II, III, and XI in their entirety; Article V, Section 5(d); Article IX, Sections 8 and 10; and Article VIII Sections 1 and 2.

Section 6—Proportionate Voting

The Board of each Region, Regional Council and BIA Local Council may adopt a method of proportionate voting for such Region, Regional Council or BIA Local Council, as applicable, whereby votes may be allocated to members based on the amount of dues paid during the previous calendar year. Under any proportionate voting methodology that may be adopted hereunder for any Region, Regional Council and BIA Local Council, as applicable, votes need not be allocated equally among members. In adopting such a methodology, the Region, Regional Council and BIA Local Council Board, as applicable, shall develop and approve a proposed allocation method relating to the number of votes relative to dues paid in the preceding calendar year, and the BIA Executive Committee must approve such a proposed proportionate voting methodology before it may be implemented by the applicable Region, Regional Council and BIA Local Council. Subsequent changes to any proportionate voting methodology must follow the same approval process.



BYLAWS

Revised and Approved
May 6, 2021

Section 7—Dissolution of Regions, Regional Councils & BIA Local Councils

The Board of each Region, Regional Council and BIA Local Council shall have the authority to dissolve in accordance with its approved plan of dissolution.

The BIA Board must also approve the plan for Regions, and Regional Councils. In the event of a tie vote on the plan by the Region's or the Regional Council's Board, the BIA Board of Directors will resolve the tie by approving a dissolution plan including any required terms or conditions and the effective date of such dissolution.

The BIA Executive Committee must also approve the plan for all BIA Local Councils. In the event of a tie vote on the plan by the Local Council's Board, the BIA Executive Committee will resolve the tie by approving a dissolution plan including any required terms or conditions and the effective date of such dissolution.

After the Region, Regional Council or BIA Local Council fully and completely satisfies its obligations and liabilities as determined by the BIA Executive Committee, any remaining net assets will be distributed among the active members of that Region, Regional Council or BIA Local Council in good standing at the time of dissolution as described in the approved plan of dissolution. Distributions of any remaining net assets will be made at least ninety (90) days but not more than one-hundred-eighty (180) days after all operations have fully ceased.

ARTICLE VIII - PROGRAM COMMITTEES AND COMMITTEE TASK FORCES

Section 1 - Creation of Program Committees and Task Forces

This Section is not applicable to the Executive Committee or the Audit & Finance Committee. The BIA Board Chair and President & CEO shall, at the fall meeting in odd-numbered years, recommend to the BIA Board the Program Committees and Task Forces to be active over the next two (2) years to support the mission and strategic direction of the BIA. Recommended Program Committees and Task Forces must be approved by a majority vote of the BIA Board at the fall meeting. The BIA Chair and President & CEO shall have the authority to make subsequent changes to existing Program Committees or Task Forces as necessary support the mission and strategic direction of the BIA. The primary contact of record for each member company will recommend employees they wish to be considered for BIA Program Committees and Task Forces to the BIA Board Chair and the President & CEO. The BIA Board Chair or the President & CEO may approve non-member representatives' participation on a Committee or Task Force as a non-voting member as appropriate due to a needed expertise they provide.

Section 2 - Program Committee and Committee Task Force Chairs & Vice Chairs

Any Program Committee or Committee Task Force must have a Chair and Vice-Chair who shall be appointed by a majority vote of the members of the respective Program Committee or Task Force at its first meeting in even-numbered calendar years and be approved by the BIA Board Chair or the BIA President & CEO. The Chair and Vice-Chair are appointed for two-year terms and should serve no more than three (3) consecutive terms.



BYLAWS

Revised and Approved
May 6, 2021

ARTICLE IX – MEETINGS & VOTING

Section 1 – Call for Meeting

General or special meetings of the BIA, the BIA Board, or of any BIA Board Task Force may be held at any time on the call of the BIA Chair or President & CEO. General or special meetings of any Region or Local Councils, Program Committee or Committee Task Force may be held at any time on the call of the sitting Chair of the respective member group. To be official, Staff must be a participant in all BIA meetings.

Section 2 – Other Call for Meeting

(a) Membership

Special meetings of the full BIA membership shall be held at the time and place specified in a written request to the BIA Chair for a meeting by at least twenty-five percent (25%) of the voting members of the BIA.

(b) BIA Board

Special meetings of the BIA Board shall be held at the time and place specified in a written request to the BIA Chair for a meeting when requested by at least twenty-five percent (25%) of the total number of voting Directors.

Section 3 - BIA Board Committee Meetings

BIA Executive Committee and Audit & Finance Committee meetings are closed except by invitation from the BIA Chair or President & CEO.

Section 4 - Notice

Notice of the date, time, and place of any general or special meeting of the BIA or any BIA member group shall be announced electronically or by mail to the appropriate representatives of record for each member company at least twenty (20) days in advance of said meeting.

Section 5 - Quorum and Action

(a) BIA Board

A majority of the voting Directors shall be necessary at all meetings to constitute a quorum for the transaction of business. The action of a majority of those present at any meeting at which there is a quorum, including at least one (1) representative of each class of voting membership, shall be the act of the BIA Board, except as may be otherwise specifically prohibited by statute, by the BIA articles of incorporation or by these bylaws.

(b) BIA Board Committees

A majority of the voting Committee members shall be necessary at all meetings to constitute a quorum for the transaction of business. The action of a majority of those present at any meeting at which there is a quorum, shall be the act of that Committee, except as may be otherwise specifically prohibited by statute, by the BIA articles of incorporation or by these bylaws.



BYLAWS

Revised and Approved
May 6, 2021

(c) Program Committees or Committee Task Forces

A majority of the voting Program Committee or Committee Task Force members shall be necessary at all meetings to constitute a quorum for the transaction of business for that Program Committee or Committee Task Force. The action of a majority of those present at any meeting at which there is a quorum, shall be the act of that Committee or Committee Task Force, except as may be otherwise specifically prohibited by statute, by the BIA articles of incorporation or by these bylaws.

Section 6 - Attendance

Any Member representative elected to any BIA Board, BIA Board Committee, Region or Local Council, Program Committee or Committee Task Force who shall miss two consecutive meetings, unexcused by the sitting Chair, shall be subject to removal by a majority vote at the next meeting in which a quorum is achieved in accordance with Article IX, Section 5.

Section 7 - Member Class Voting Rights

At all BIA meetings, including meetings of the BIA Board and any of its Committees, and any Program Committee, or Committee Task Force, each Member Company shall have one vote for each member class for which it pays membership dues, except as to meetings of any Region, Regional Council or BIA Local Council that has adopted Proportionate Voting in accordance with Article VIII, Section 6. Each Distributor and Manufacturer Member shall appoint and certify to the BIA President & CEO an individual to be its official representative, who shall represent, vote, and act for such member. Any number of representatives of a Distributor or Manufacturer Member may attend the meetings of the BIA and have the privileges of the floor but voting rights shall be as set forth in this Section and in these Bylaws.

Section 8 - Electronic Voting, Conferencing, or Voting by Mail

(a) BIA Board Action

Any action required or permitted to be taken at a meeting of the BIA Board may be taken without a meeting if all the Directors in office consent thereto electronically, or in writing, and such consent or consents are filed with the minutes of the BIA Board. The BIA Board may also conduct its business by video and/or audio conferencing as determined by the BIA Board Chair and the President & CEO.

(b) Electronic or Mail Voting

Whenever any question shall arise which must be put to a vote of the full membership or any subgroup, the BIA Board Chair, BIA President & CEO, or the Chair of any Program Committee or Committee Task Force, may, unless otherwise required by these Bylaws, submit such matter to the membership electronically or by mail for vote and decision, and the question thus presented shall be determined according to the votes, received electronically or by mail, within fourteen (14) days after such submission, just as though the votes were cast in person at a meeting, provided that in each case the total votes received constitute a quorum, or such greater number as may be required by law. Any and all action taken in pursuance of electronic or mail vote in each such case shall be binding on the members and the applicable BIA entity or group.



BYLAWS

Revised and Approved
May 6, 2021

Section 9 - Order of Business

The order of business for all BIA meetings shall be determined by the Chair of the meeting or the BIA President & CEO. The order of business may be altered at any meeting by a majority vote of members present. Roberts' Rules of Order shall govern meetings except when otherwise provided in these Bylaws.

Section 10 – Guests at Meetings

(a) BIA Board

Only employees of BIA member companies and BIA staff may attend BIA Board or BIA Board Task Force meetings as guests without special invitation from the BIA Board Chair or the President & CEO of BIA. Guests shall have no vote.

(b) Program Committees and Committee Task Forces

Only employees of BIA member companies and BIA staff may attend Committee and Committee Task Force meetings as guests without special invitation by the Committee or Committee Task Force Chair, BIA Board Chair, or the President & CEO. Guests shall have no vote.

(c) Local Councils

Only employees of member companies and BIA staff may attend Local Council meetings as guests without special invitation by the Local Council Chair, BIA Board Chair, or the BIA President & CEO. Guests shall have no vote.

ARTICLE X – ELECTION, VACANCY & REMOVAL

Section 1 – BIA Board

(a) Distributor Elections to the BIA Board

The BIA Board includes six (6) elected distributor members for two-year terms. Annually at its fall meeting, three (3) BIA Board Distributor members who satisfy the BIA Board Eligibility requirements set forth in Article V, Section 3, will be elected to fill expiring terms on the BIA Board by majority vote. Nominations for these seats shall be presented to the BIA Board's Distributor members by the Board's Distributor Nominating Committee (BDNC) as described by the BIA Board in a policy it may approve and revise from time to time. Nominations will also be accepted from the floor at the BIA Board's annual fall meeting.

(b) Manufacturer Elections to the BIA Board

The BIA Board includes six (6) elected Manufacturer members for two-year terms. Annually at its fall meeting, three (3) BIA Board Manufacturer members who satisfy the BIA Board Eligibility requirements set forth in Article V, Section 3, will be elected to fill expiring terms on the BIA Board by majority vote. Nominations for these seats shall be presented to the BIA Board's Manufacturer members by the Board's Manufacturer Nominating Committee (BMNC) as described by the BIA Board in a policy it may approve and revise from time to time. Nominations will also be accepted from the floor at the BIA Board's annual fall meeting.



BYLAWS

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May 6, 2021

(c) BIA Board Vacancies

If any Board seat becomes vacant mid-term, subject to the Eligibility requirements of Article V, Section 3, the mid-term vacancy shall be filled for the remainder of term as follows:

- (1) For any Distributor elected seat, the BDNC will recommend a Distributor member to fill the open seat and the Distributor members of the BIA Board will by majority vote elect that member to fill the remaining term of the open BIA Board seat at its next scheduled meeting;
- (2) For any Manufacturer elected seat, the BMNC will recommend a Manufacturer member to fill the open seat and the Manufacturer members of the BIA Board will by majority vote elect that member to fill the remaining term of the open BIA Board seat at its next scheduled meeting;
- (3) For any Regional Chair seat, by a majority vote of the Region Board at its next scheduled meeting;
- (4) For any Local Council Chair seat, by a majority vote of the Local Council Board at its next scheduled meeting;
- (5) For any Automatic seat, the vacancy shall be filled by the Distributor or Manufacturer company holding the Automatic seat; and
- (6) Any mid-term vacancy of the Immediate Past Chair seat will not be filled.

(d) Removal of BIA Board Members

Any member representative serving on the BIA Board may be removed with cause at any time by the affirmative vote of a majority of the BIA Board.

Section 2 – BIA Board Officers

(a) Election of Officers

BIA Board Officers shall be elected and confirmed at the fall meeting in odd-numbered years by majority vote of the BIA Board for a two-year term beginning January 1st following the BIA Board's fall meeting. Nominations for BIA Board Officers will be made in accordance with the Board Officer Nominating Committee Policy as approved from time-to-time by a majority vote of the BIA Board.

(b) Removal of Officers

Any officer may be removed with cause at any time by the affirmative vote of a majority of the BIA Board.

Section 3 – BIA Executive Committee Distributor Member Representative

A representative of one of the companies holding an automatic Distributor Member seat on the BIA Board (not also representing a manufacturer member) shall be elected to serve on the BIA Board Executive Committee for a two-year (2) term commencing January 1 following confirmation by the BIA Board. This representative shall be elected at the fall meeting in odd-numbered years by a majority vote of the BIA Board Distributor members. Nominations for this seat shall be recommended by the BDNC.



BYLAWS

**Revised and Approved
May 6, 2021**

ARTICLE XI – INDEMNIFICATION OF OFFICERS, DIRECTORS and BIA EMPLOYEES

Any person who shall be or who has been involved in or who shall be or who has been made a party to any claim, action, suit or proceeding by reason of the fact that such person, the person's testator or intestate is or was a director, officer or employee of the BIA shall be indemnified by the BIA against all costs and expenses, including attorney's fees, reasonably incurred by or imposed in connection with or arising out of such claim, action, suit or proceeding, or in connection with or arising out of any appeal therein (such expenses to include the cost of reasonable settlements made with a view to curtailment of costs of litigation), to the full extent provided by Delaware law. Such right of indemnification shall not be exclusive of any right or rights to which such director, officer or employee may be entitled as a matter of law. Any amount payable by way of indemnity in accordance with this provision shall be determined and paid in such manner as the BIA Board may determine in accordance with Delaware law.

ARTICLE XII – AMENDMENT

The Bylaws may be amended at any meeting of the BIA Board or at any meeting of the members in the notice of which meeting intention to amend, and the subject of the amendment has been stated, by a vote of two-thirds of the members present, respectively.

ARTICLE XIII – DISSOLUTION

The BIA may be dissolved upon at least two-thirds (2/3) of voting BIA Board Directors approving a plan of dissolution, provided that Directors were given at least 20 days' notice prior to the vote. After the BIA satisfies its obligations and liabilities, any remaining net assets will be distributed among active Members in good standing at the time of dissolution as described in the plan of dissolution.