

Amended and Restated Bylaws

THE SPIRIT OF SAINT LOUIS CHAPTER
Of The
ELECTRONIC REPRESENTATIVES ASSOCIATION

Amended June 1, 1998

Article I: Name and Purpose

A. The name shall be *"The Spirit of St. Louis Chapter of the Electronic Representatives Association"*. This is a Chapter of the National Association known as "The Electronic Representatives Association" hereafter known as the "ERA".

B. The purpose of this chapter shall be to act as a trade group or business league for independent contractor sales representative in the electronics industry; to create and foster a spirit of mutual respect and esteem among members of the Chapter and between the Association, its members and all other groups and Individuals within the electronics industry and industries directly related to or affected by electronics; to educate these industries as to the economic advantages and other benefits of doing business through independent contractor sales representatives, and to promote the continued growth of the members through educational programs and other programs aimed at the constant improvement of their marketing and management ability.

Article II: Membership

Section 1. Class of Membership

A. There shall be two (2) classes of member to be known as "Regular Member, and "Associate Member"

Section 2. Eligibility for Membership

A. "Regular Members" shall be those business firms (proprietorship, partnership, or corporation) which perform the functions of a regional independent contractor sales representative for two or more principals who manufacture electronic components, equipment, and/or basic material specifically processed for incorporation into electronic equipment or components, and whose principal place of business is located in an area serviced by this Chapter of the ERA.

B. °Associate Members" shall be those who meet the requirements of the above. The exception being that "Associate Members° National dues are paid through another Chapter as a result of belonging to a representative organization that expands across the borders of two or more chapters.

Section 4. Admission to Membership

A. Each application as a "Member shall be promptly and thoroughly investigated by the membership committee or the Board of Directors of the Chapter, and eligibility shall be determined in accordance with the criteria established by these By-Laws. A report on the eligibility of the applicant shall be submitted to ERA within thirty (30) days from receipt of the application by the Chapter, provided however, that the Chapter shall be entitled to extend the reporting period to sixty (60) days if it notifies ERA during the initial thirty day reporting period that it will require the extension.

If a report on the applicants eligibility is not made and received by ERA Within the reporting period required by ERA, ERA's Executive Committee shall take action on the application at its next regular or special meeting and

that action shall be binding on the Chapter and ERA. In the event the Chapter does not approve the membership application, the Chapter's Written membership eligibility report to ERA shall so indicate and all such Reports of disapproval shall by subject to review by ERA's Board of Directors at its next regular or special meeting, or by mail vote, and the Notice for the meeting or mail ballot shall specifically indicate the Chapter's action on the application and that the application will Reviewed and voted upon. The disapproval of the application will be Chapter may be reversed by a majority vote of the ERA's Board of Directors

And such reversal shall constitute approval of the application for Membership on behalf of the Chapter and ERA.

Section 5. Term of Membership

Upon admission to membership, the applicant shall be a member from the date of admission until the end of the then current fiscal year, unless its membership is terminated as provided herein. Thereafter, it shall remain a member in good standing only so long as its current dues, fees, assessments and other obligations due and owing to ERA and the Chapter have been paid in full and it continues to meet the membership criteria from time to time set forth in these By-Laws and ERA's By-Laws.

Section 6. Termination of Membership

A. Membership shall terminate and the member shall be entitled to no rebate of dues previously paid in any of the following events:

1. If the member resigns.
2. If after thirty (30) days following the mailing by Registered or Certified mail of a statement, any moneys then due ERA or the Chapter remain unpaid.
3. Upon ten (10) days' written notice if, in the judgment of ERA's Board of Directors, the member has failed to conform to and abide by ERA's Code of Ethics as may be in effect from time to time.
4. Upon ten (10) days' written notice, in the judgment of the Chapter's Board of Directors, a member ceases to meet the criteria for membership as from time to time set forth in these By-Laws and the By-Laws of ERA provided, however, that no such notice of termination shall be given unless the ERA Executive Committee is notified in writing and has approved such *notice* of termination in writing to the Chapter.

In any event, the Chapter will promptly notify ERA of any resignation of a member, or non-payment of dues by a member as provided in paragraph (1) of this Section and any alleged violation of ERA's Code of Ethics, pursuant to paragraph (3) of this Section, and no termination of membership shall be effective or final until such termination is approved in writing by the Executive Committee or Board of Directors of ERA.

Section 7. Reciprocity of Membership

A. Any Regular Member firm in good standing in ERA and another Chapter of ERA, with a branch office in the area serviced by this Chapter, upon signifying its desire to join this Chapter and upon tendering payment of the regular dues to this Chapter, shall be accepted into membership and shall be entitled to the same Chapter rights and privileges as are extended to the other members of this Chapter.

ARTICLE III: Meetings of Members

Section 1. Meeting Dates

Meeting dates, place and time shall be determined by Chapter vote.

Section 2. Special Meetings

Special meetings may be called by the President or by vote of the members of the Chapter. This vote may be taken by mail, telephone, or wire.

ARTICLE IV: Voting

Section 1. Quorum

Thirty-three and one third (33 1/3) percent of the number of members in good standing and eligible to vote (pursuant to Section 3 of this Article IV) at the time of the vote shall constitute a quorum authorized to transact business.

Section 2. Proxies

Any member entitled to vote at any meeting may vote by proxy. Proxies shall be in writing and revocable at the pleasure of the member executing same. The duly designated representative of a member may appoint only another employee of that member to act as his proxy.

Section 3. Eligibility

Each member in good standing as of the date of the meeting, shall be entitled to cast one vote on each matter or proposition submitted to vote.

Section 4. Method

In any voting, a majority of votes cast shall prevail unless otherwise specified. The presiding officer shall determine the manner of voting.

ARTICLE V: Chapter Executive Committee

Section 1. Number and Composition

The President, Vice President, Secretary, National Delegate and Alternate National Delegate, and Treasurer (and the Chapter Administrator as a non-voting member) will constitute the Executive Committee of the Chapter which may act on behalf of the chapter between meetings of the Chapter but only in situations requiring immediate Chapter action and providing such actions taken are not contrary to any policies established by the Chapter.

Section 2. Term of Office

Two years commencing at the time that all officers of the Chapter begin their term of office.

Section 3. Meetings

At its first meeting the Executive Committee shall determine where and at what time it desires to meet. The time and place shall be determined by a majority vote, Notice is to be given by the Secretary at least ten (10) days prior to the meeting unless emergency conditions prevail.

Section 4. Powers and Duties

The Executive Committee shall act as a steering committee for the Chapter and shall pass on violations of the ERA Code of Ethics and any other grievances or complaints that may arise between members. The Committee is required to investigate these violations and grievances and shall hold due and proper hearings. By an affirmative vote of three or the four Committee members, a recommendation for suspension or removal of any National member may be made to the National Board of Directors for action.

Should any member of the Executive Committee be involved in any disciplinary action either as a complainant or otherwise, then he shall not serve on the Executive Committee during any hearing involving the same and the Committee by majority vote shall appoint a substitute in his place for that purpose.

The Executive Committee shall have the right to question the National Association on any procedure which it may deem detrimental to the local

Chapter and suggest an alternate procedure if such immediate action is deemed necessary, to protect the interests of the Chapter, Any such action taken is to be reported at the next regular Chapter meeting for ratification.

Section 5. Chapter Mail Vote

The Executive Committee shall have the power to call for a Chapter vote by mail on any matter deemed urgent.

Section 6. Voting

Each member of the Executive Committee is entitled to one (1) vote per member with no proxies allowed. The majority vote rules unless otherwise stated in the By-Laws.

Section 7. Report to Chapter

An Executive Committee report must be made at the next regular Chapter meeting following the meeting of the Executive Committee. The report will precede the reports of the committee on the agenda.

ARTICLE VI: National Board of Directors

Section 1. Terms and Voting

The Chapter is required to elect one member to serve on the National Board of Directors for a three (3) year period.

Section 2. Alternate Members

The chapter shall also elect an Alternate or proxy to attend any National Board of Directors meeting that the elected Chapter Delegate is unable to attend for just cause.

Section 3. Qualifications

No person shall be elected to the National Board of Directors or be permitted to remain in that office unless he is a representative of a member firm in good standing of the National Association and of the local chapter.

Section 4. Duties

The National Board Member serves as a governing member of the National Body as well as representative of the Chapter.

Section 5. Recall

The Delegate may be subject to recall for failure to express the will of the Chapter as denoted by majority vote or otherwise acting detrimentally to the Chapter or for failure to attend two consecutive meetings, without just cause. After majority vote of the local Executive Committee to the affirmative, the matter is presented to the Chapter as soon as possible for a vote. The Chapter then votes on recall, majority ruling,

Section 6. Vacancies

After a resignation or recall of a National Board of Directors member, an election will be held immediately to fill the incomplete term, the same rules applying as in Section 1 of this Article,

Section 7. National Board Delegate Meeting Expense

The Chapter shall reimburse the delegate for travel and per diem expenses incurred for attendance at a National Board Meeting. The delegate shall provide the Chapter treasurer written substantiation of all expense claimed for National Board Meeting attendance.

ARTICLE VII: Officers

Section 1 Number

The officers of the Chapter shall consist of a President, Vice-President, Secretary and Treasurer. All officers shall have the duties and privileges usually incident to their respective offices and such other duties as may from time to time be prescribed by the Chapter.

Section 2. President

The President shall be the principal executive officer of the Chapter and shall preside at all meetings of the Chapter. He shall make and execute, all contracts and documents for the Chapter with the Secretary; enforce the provisions of the By-Laws; appoint the Chairman of all committees for the Chapter, and shall be responsible for the transfer of files maintained by past committees to *new* committees.

Section 3. Vice-President

The Vice-President shall perform all duties of the President in his absence, or during his disability. The Vice-President shall be the Chapter Parliamentarian. Matters of the National and Chapter By-Laws will be referred to him during the course of meetings and any other time advisable, The Vice-President shall also serve as Chairman of the By-Laws Committee.

Section 4. Secretary

- A. Keep the minutes of the meetings of the Chapter.
- B. See that all copies of the minutes are mailed to every member no later than fifteen (15) days after the meeting to which they apply. See that notices of meeting are mailed in sufficient time to allow members time to make arrangements to attend.
- C. Sign, with the President, all such contracts or other instruments which the Chapter has authorized to be executed except in cases where the signing or *execution* thereof shall be expressly delegated elsewhere.
- D. Maintain an accurate roster of all members and to mail a complete roster to all members in September of each year.
- E. To acquire and distribute stationery essential to the correspondence of the Chapter.

Section 5. Treasurer

- A. Receive and give receipts for moneys which may be turned over to him and deposit all such moneys in the name of the Chapter in such depository *as may* be designated by the Chapter.
- B. He may make disbursements from the Chapter's bank account by checks signed by himself and, if indicated by the Chapter Executive Committee, countersigned by the President, the Secretary or some other officer.
- C. He shall prepare and furnish a financial statement to be read out at each meeting and a copy of which is turned over to the Secretary for reporting in the minutes. In addition, he must furnish a signed financial statement at any time requested by either the President or the Executive Committee.

D. He must maintain an accurate record of all financial transactions of his office. He shall also see that any and all moneys in the hands of any committee shall be banked in the Chapters name.

E. He should help in the maintenance of a Chapter roster by notifying the Secretary immediately of whatever change in membership of which he is aware, by nature of his duties.

F. The Chapter Treasurer shall be bonded.

G. He shall be property custodian, maintaining and being responsible for whatever physical property and assets acquired by the Chapter, such as pins, cuts, etc. He is responsible for sale and accounting for such assets *when* made.

Section 6. Term of Office

The term of office is for two years. Candidates shall be nominated in December and elected in January), of each election year. Election is the first order of business at the January meeting; officers will assume their duties immediately.

A member may be re-elected to an office previously held, but may not serve more than two (2) consecutive terms in that office. This consecutive term provision may be waived for the office of treasurer, at the option of the Chapter.

Section 7. Recall

The Chapter may effect removal of a Chapter officer for just cause. An affirmative vote of two-thirds (2/3) of all Chapter memberships necessary for officer recall.

Just cause for removal can be failure to comply with the duties and responsibilities of the office as stated in these By-Laws, conduct unbecoming an officer, conduct detrimental to the organization at Chapter or National level, inability to perform the required duties because of sustained absence, illness, or by resignation.

Section 8. Vacancies

Vacancies occurring prior to expiration of term of office shall be filled by a majority vote of the Chapter at the meeting following the announced vacancy, the nominating committee performing its usual function.

ARTICLE VIII: Committees

Section 1. Appointments

Committees are appointed by the President. The President will also indicate the chairman of each committee and shall prescribe any special duties that he may wish to be accomplished by these committees. The President may replace any committee member at his own discretion or by request of the committee chairman.

Section 2. Standing Committees

The following are recommended standing committees of this Chapter.

- A. Membership Committee, consisting of two or more members.
- B. Table Top Show Committee, consisting of two or more members.
- C. Entertainment Committee, consisting of two or more members.
- D. By-Lays Committee, consisting of two or more members: Vice-President automatically becomes Chairman.
- E. Nominating Committee, consisting of two or more members.
- F. Budget and Finance Committee, consisting of two or more members: Chapter Treasurer automatically becomes official member.

Section 3. Divisions

AM members of the Chapter must belong to one or more of the following Divisions:

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| A. Components & Materials Group | D. Sound, Signal and Security |
| B. Consumer Products Group | E. Communications |
| C. Computer products, instrumentation & Data Communications | F. Audio/Visual |

Section 4. Files and Correspondence.

All committees must maintain files. These files are to contain the correspondence relating to committee work. Where ever possible, Chapter stationery is required to be used.

Copies of all correspondence must be forwarded to the President. It is the responsibility of the committee chairman to see that the files are kept in order and turned over to the President at least one week after a new President is elected.

Section 5. Appropriations

The Chapter Executive Committee may approve appropriation up to Five Hundred Dollars (\$500.00)

Appropriation exceeding Five Hundred Dollars (\$500.00) must be submitted to the membership for approval by majority vote.

Section 6. Special Committees

The President may appoint committees from time to time as the need arises. All rules of standing committees apply.

Section 7. Duties of Committees

Each committee designated by the President shall perform such duties as may from time to time be prescribed by the President and assigned to that committee. Committees shall make reports at each meeting as required.

ARTICLE IX: Dues and Assessments

Section 1. Local Chapter Dues and Assessments

The Local Chapter dues and assessments shall be the amount set from time to time by the Chapter.

Any proposed change in Chapter dues and assessments shall be referred to the Executive Committee. After review by the Executive Committee, a recommendation is made at the next membership meeting and a vote is taken of those members in attendance. A two-thirds (2/3) affirmative vote of membership attending is required to change the dues structure.

Section 2. Chapter Meeting Luncheons-Chapter Social Functions

Local dues moneys collected, may at the option of the Chapter be utilized to finance Chapter Social functions and/or Luncheons for up to two (2) employees per member firm in attendance at Chapter business meetings.

No allowance, rebate, or credit shall be allowed on Chapter dues to any member who may be absent from a Chapter Social function, or a Chapter Luncheon business meeting.

Section 3. Collection of Dues and Assessments

Local Chapter dues and assessments shall be paid on a Fiscal year basis and shall be collected by the Chapter Treasurer, or the national office of ERA.

Section 4. Proration of Chapter Dues and Assessments

When an application for membership is made during the course of a fiscal year of ERA, it shall be accompanied by a full payment of dues for the initial of first year of membership in ERA (even though only a portion of the year remains). Upon issuance of a dues invoice for the member's second fiscal year of ERA, a proration based on the number of fiscal quarters of ERA included in the members initial first year of membership will be used to reduce the dues payment for the second year of membership.

Section 5. Chapter Fiscal Year

The Fiscal year shall be the same as the calendar year, commencing January 1 and ending December 31.

Section 6. Rights in Association Funds

It is intended that the Chapter will not make any profit on its operation and that dues, initiation fees and assessments be fixed at such amounts as will enable it to carry out its programs and discharge its obligations. If for any reason the Chapter shall be dissolved and liquidated, none of its property or money shall inure to the benefit of any member, Director or Officer of ERA or the Chapter, and all such property and money shall be transferred to such non-profit charitable, educational, scientific or other organization qualified as tax exempt (under Section 501 of the Internal Revenue Code) as shall be determined by a majority vote of the Chapters Board of Directors.

ARTICLE X: Amendments

Any proposed change in By-Laws shall be referred to the By-Laws Committee for investigation and report.

The Chairman of the By-Laws Committee shall report to the Chapter Executive Committee at the next regular meeting of the Committee. After review by the Committee, the changes if deemed advisable, will be presented to the next meeting of the membership. A two-thirds (2/3) affirmative vote of the Chapter members present will be required to amend these By-Laws.