



# BY-LAWS

Headquarters Office: 1 Oakwood Boulevard, Suite 195, Hollywood, FL 33020

*Adopted on January 18, 2018*

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## ARTICLE I

### NAME AND OFFICES

Section 1. The name of the organization shall be Gases and Welding Distributors Association.

Section 2. The registered office shall be located in Philadelphia, Commonwealth of Pennsylvania, or such other location in the Commonwealth as the Board of Directors may determine.

## ARTICLE II

### PURPOSES

Section 1. The purposes of the Association are to promote constructive cooperation among welding supply and gas distributors and their sources of supply and service as will advance their mutual interests; inspire the observance of high business methods as will make for efficient and profitable operation; encourage adherence to sound policies and practices; correct faulty procedures and eliminate commercial evils; all to the end that the welding supply distributors may retain their place as an essential and efficient service in the distribution of welding equipment, supplies and gases; and to engage in lawful activities for which not-for-profit organizations may be organized under the Pennsylvania Nonprofit Corporation Law, as amended.

## ARTICLE III

### MEMBERSHIP

Section 1. Members shall consist of Five classes, Distributor, International Distributor, Supplier, Manufacturer's Representative and Individual.

Section 2a. Any individual, partnership or corporation is eligible for Distributor Membership if it is engaged in retail distribution of gases, equipment or supplies for use in welding, industrial applications, health care, food or research. For purposes of this provision, "retail distribution" means sales to end-users and has distribution centers in the United States

Section 2b. Any individual, partnership, or corporation is eligible for an International Distributor Membership if it is engaged in retail distribution of gases, equipment or supplies for use in welding, industrial applications, health care, Food or research. For purposes of this provision, "retail distribution" means sales to end-users but only has distribution centers outside of the United States.

Section 2c. Any individual, partnership or corporation is eligible for Supplier Membership if it is engaged in (1) manufacturing or wholesale distribution of gases, equipment or supplies for use in welding, industrial applications, health care, Food or research, or (2) providing products or services to Distributor members. For purposes of this provision, "wholesale distribution" means sales of products intended for resale.

Section 2d. A Manufacturer's Representative may be a salaried employee, or an independent broker, working on commission, who represents more than one manufacturer's line of merchandise.

Section 2e. An individual who has retired and no longer works or does business in the Gases and welding industry but wishes to continue to be a member in good standing is eligible for Individual membership.

Section 3. Distributor members shall be entitled to vote, hold office, and all of the other privileges of the Association; Supplier members shall be entitled to the privileges of the Association except for voting rights provided that two Supplier members shall be voting members of the Board of Directors; Manufacturer's representatives shall be entitled to the privileges of the Association except those of voting rights and holding office; and Senior members shall be entitled to the privileges of the Association except those of voting rights and holding office.

#### **ARTICLE IV MEMBERSHIP DUES**

Section 1. The annual dues for each member shall be determined by the Board of Directors. The Board of Directors may provide differing dues rates for the different classes of membership.

#### **ARTICLE V MEETINGS OF MEMBERS**

Section 1. All meetings of the members shall be held at such place as the Board of Directors may determine.

Section 2. An annual meeting of the members shall be held at such time and place as the President for that year may determine. During this meeting, Distributor members shall elect by a majority vote the following Officers: (i) President, (ii) President Elect, (iii) First Vice President, (iv) Second Vice President, (v) five Vice Presidents, and (vi) two Supplier Vice Presidents. The members shall also transact such other business as may properly be brought before the meeting.

Section 3. Special meetings of the members for any purpose may be called at any time by the President or by a majority of the Board of Directors

Section 4. Written notice of every meeting of the members, specifying the place, date, and hour and the general nature of the business of the meeting, shall be emailed or mailed at least five days prior to the annual meeting or at least ten (10) days prior to a special meeting

Section 5. Members may vote by proxy provided such proxy shall be executed in writing by the member or their duly authorized attorney-in-fact and is filed with the Executive Director of the Association prior to the opening hour of the meeting or at least ten (10) days prior to a special meeting. Members may vote by mail or email ballot provided such ballot shall be executed in writing by the member or their attorney-in-fact and is filed with the Executive Director of the Association prior to the stated deadline for filing such mail ballots as provided in the notice to members.

Section 6. Ten percent (10%) of the members entitled to vote, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the members for the transaction of business.

Section 7. When a quorum is present or represented at any meeting, the vote of a majority of those present in person or represented by proxy shall decide any question brought before such meeting

Section 8. Each Distributor Member Company shall at every meeting of the members be entitled to one vote in person or by proxy. Members may participate in a meeting of the members by means of conference telephone

or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Section 9. Any action which may be taken at a meeting of the members may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the members who would be entitled to vote at a meeting.

Section 10. Any matter upon which Members are required or entitled to vote, including changes in the Articles of Incorporation, the Bylaws or election of Directors or Officers, may be by ballot or by mail, including electronic mail.

## **ARTICLE VI**

### **DIRECTORS**

Section 1. The Board of Directors of the Association shall consist of the following thirteen members of the Association (i) President, (ii) President Elect, (iii) First Vice President, (iv) Second Vice President, (v) First Past President, (vi) Second Past President, (vii) five Vice Presidents, and (viii) two Supplier Vice Presidents. The Board of Directors may, by a vote of not less than a majority of the Directors, increase or decrease the number of Directors, without a vote of the members provided that any decrease shall not eliminate any Director then in office.

Section 2. Vacancies and newly created Directorships resulting from the increase in Directors shall be filled by a majority of the remaining Directors, and each person so elected shall be a Director until a successor to their office is elected by the members.

Section 3. The business of the Association shall be managed by its Board of Directors which may exercise all such powers of the Association.

### **MEETINGS OF THE BOARD OF DIRECTORS**

Section 4. A meeting of the Board of Directors shall be held in connection with the annual meeting of members.

Section 5. At least one other regular meeting of the Board of Directors shall be held each year.

Section 6. Special meetings of the Board may be called by the President, or upon written request of a majority of Directors on ten days' notice by mail, email or by telephone.

Section 7. A majority of the Directors shall be necessary to constitute a quorum for the transaction of business.

Section 8. Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Section 9. If all the Directors consent in writing to any action to be taken by the Association, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Board of Directors.

### **REMOVAL OF DIRECTORS**

Section 10. The entire Board of Directors or any individual Director may be removed from office without assigning any cause at any meeting of the members by the vote of two-thirds of the members entitled to vote. In such a case, new Directors may be elected at the same meeting.

## **ARTICLE VII**

### **RULES GOVERNING PROCEDURE**

Section 1. The proceedings of the Association shall be subject to parliamentary procedure according to Roberts Rules of Order.

## **ARTICLE VIII**

### **OFFICERS**

Section 1. The Officers of the Association shall consist of a President, President Elect, First Vice President and an Executive Director.

Section 2. Each Officer, except the Executive Director, shall hold office for a term of one (1) year. The President, President-Elect and First Vice President may not serve two (2) consecutive terms.

Section 3. In the event an elected Officer leaves the member company where they were employed at the time of their election, such Officer shall submit a letter of resignation to the Board of Directors. The Board of Directors will determine by majority vote whether to accept the resignation or request the individual to serve the remainder of their term.

### **EXECUTIVE COMMITTEE**

Section 4. There shall be an Executive Committee consisting of the President, President Elect, First Vice President, Second Vice President, First Past President, and Second Past President. The Treasurer and the Executive Director shall serve as non-voting members of the Executive Committee. In between meetings of the Board of Directors, the Executive Committee shall have and may exercise all of the authority of the Board of Directors. The President of the Association shall act as Chairman.

### **THE PRESIDENT**

Section 5. It shall be the duty of the President to preside at all meetings of the Association and Board of Directors, to call special meetings of the Association, to act as Convention Committee Chairperson, to perform such other executive duties as customarily pertain to the office of President, and to see that all orders and resolutions of the Board of Directors are carried into effect.

Section 6. The President may delegate to the Executive Director the authority to execute contracts and other documents legally binding the Association.

### **PRESIDENT-ELECT**

Section 7. It shall be the duty of the President-Elect to act as Administrative Assistant to the President, and in the absence of the President, to preside in their stead.

### **FIRST VICE PRESIDENT**

Section 8. It shall be the duty of the First Vice President in the absence of the President-Elect to act in their stead, and in the absence of both the President and the President-Elect, to act in the President's **stead**.

### **TREASURER**

Section 9. The Treasurer shall be the Chief Financial Officer of the Association, and shall provide general oversight of the financial transactions of the Association. The Treasurer shall be responsible, along with the Executive Director, for presenting an annual budget to the Board of Directors and for overseeing the audit and financial reports of the Association.

### **EXECUTIVE DIRECTOR**

Section 10. The Executive Director shall be responsible for the conduct of the general correspondence of the Association; shall act as or designate the Secretary of all committees, shall attend all regular and special meetings; shall account for all monies payable to the Association; shall disburse all funds and provide audited statements a minimum of one per fiscal year; and shall provide accounting compliance with Article XI, Section 2 hereof.

### **LEADERSHIP DEVELOPMENT COMMITTEE**

Section 11. The President shall appoint a Leadership Development Committee consisting of the President, First Past President, the Second Past President and four at-large members. The President shall endeavor to have each geographical district represented on the Leadership Development Committee. The First Past President shall be the chairman. The Leadership Development Committee shall nominate candidates for offices of President, President-Elect, First Vice President and five Vice Presidents and one Supplier Vice President. The slate of candidates shall be presented to the members at the annual meeting.

## **ARTICLE IX**

### **INDEMNIFICATION AND INSURANCE**

#### **INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS**

Section 1. The Association shall hold harmless and indemnify any person who was, is, or is threatened to be made a party to any legal proceeding by reason of the fact that he or she is or was a Director, Officer or member of a committee of the Association or any related entity, or is or was serving in any other capacity at the request of the Association, against expenses, (including attorneys' fees and costs), judgments, fines, and amounts paid in settlement, actually and reasonably incurred in connection with any such legal proceeding to the fullest extent permitted by the Pennsylvania Nonprofit Corporation Law, except for any action or failure to act determined in a court of law to constitute willful misconduct or recklessness.

#### **INSURANCE**

Section 2. The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify him against such liability.

## **ARTICLE X**

### **GENERAL PROVISIONS**

#### **FISCAL YEAR**

Section 1. The fiscal year of the Association shall be fixed by resolution of the Board of Directors.

## **ARTICLE XI**

### **AMENDMENTS**

Section 1. These Bylaws may also be altered, amended or repealed by a two-thirds vote of the Board of **Directors.**

Section 2. These Bylaws may be altered, amended or repealed by a 2/3 vote of the members entitled to vote thereon at any regular or special meeting duly convened after notice to the members of that purpose.

## **ARTICLE XII**

### **DISSOLUTION**

Section 1. The Association shall use its funds only to accomplish the objectives and purposes specified by these Bylaws, and no part of said funds shall inure, or be distributed to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed, as determined by the Board of Directors, to one or more trade associations or business leagues as defined in Section 501(c) (6) of the Internal Revenue Code of 1986, as amended, or to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.