

**BY-LAWS  
OF  
COPPER DEVELOPMENT ASSOCIATION INC.**  
(as amended on 12/07/2022)

**ARTICLE I  
Offices**

The Association shall have an office or offices in such place or places within North America (for the purposes of these By-Laws and the Dues Schedule the term "North America" shall mean the United States and Canada) as the Board of Directors may from time to time determine.

**ARTICLE II  
Membership**

*Section 1. Regular Member Eligibility and Classification.*

Any company engaged in the production, fabrication, or manufacturing of refined, semi-finished, or finished copper or copper alloy products in the North America or engaged in other areas of the copper and copper alloy value/supply chain shall be eligible to become a member of the Association upon the terms and conditions prescribed herein for such members. The Board of Directors shall determine from time to time the criteria for membership in the Association, including classification and fees.

*Section 1.1. Fabricator Members.*

Any company that fabricates or manufactures copper or copper alloy semi-fabricated products (semis), in North America, in any form other than wire rod, magnet wire, or mechanical or electrical wire and cable, such as: billet, cake, sheet, strip, plate, foil, rod, bar, tube, fittings, extrusions, forgings, ingots, castings, either through hot-metal work, re-roll, redraw, or other methods that change the physical form of the incoming copper or copper alloy raw material.

*Section 1.2 Wire Mill Members*

Any company that fabricates or manufactures, in North America, copper or copper alloy wire rod, magnet wire, mechanical wire and cable or electrical wire & cable products through any process that converts copper raw material(s) such as: cathode, concentrate, scrap, wire rod, or powder into a semi-finished or finished wire or cable product.

*Section 1.3 Producer Members.*

Any company that produces copper cathode for commerce or for captive use in producing wire rod for commerce, through mining, refining, and smelting from a majority input of ore or concentrate in North America, or enters such products into commerce in North America. Producer members are further classified by their membership status (ICA Producer Members), or lack thereof (Non-ICA Producer Members), in the International Copper Association, Ltd. (ICA).

#### *Section 1.4 Secondary Refiner Member.*

Any company that, in North America, smelts and refines secondary materials including pre- and post-consumer scrap to produce for commerce refined copper products except wire rod, such as: blister, ingot, anode, and cathode.

#### *Section 2. Associate or Affiliate Member Eligibility and Classification.*

Any corporation, trade association or entity, other than a fabricator, wire mill, producer, or secondary refiner, or a subsidiary thereof, having its principal place of business in North America, not qualifying for membership of the Association under Section 1, that is engaged in a business deemed by the Board of Directors to be significantly related to the copper business, or engaged in business or participating in an activity deemed by the Board of Directors to be serving the interests of the Association, its members and the copper industry, and having a bona fide interest in increasing the beneficial use of and broadening the markets for copper and copper alloy products in North America, may be elected as an associate or affiliate member of the Association. Associate or affiliate members may not vote nor hold office in the Association, except as may be determined from time to time by the Board of Directors, and shall be entitled to participate in any activities and attend any meetings of the Association only to such extent as may be determined from time to time by the Board of Directors. Associate or affiliate members shall not have access to the same benefits as regular members, such as Market Data Reporting. Associate or affiliate members shall have no interest in the assets of the Association.

##### *Section 2.1 Associate Member.*

Any company that, in North America, fabricates, manufactures, produces, distributes, or sells (i) products used in copper systems; (ii) products used in the fabrication of copper systems; (iii) manufactured products using copper or copper alloys.

##### *Section 2.2 Affiliate Member.*

Any company that provides products and services related to the interests of the Association, its members, and the copper industry that does not fit into the definitions of any other member classification.

#### *Section 3. Parent and Subsidiary Companies.*

All subsidiaries of a regular member, as defined in Section 1 of ARTICLE IV, are automatically included in the parent member's membership, provided that copper production of the subsidiary is properly accounted for, for purposes of dues assessment. Alternatively, a subsidiary may join as an independent member. When a subsidiary joins, their parent company does not automatically become a member. Each such application shall also state the basis for the eligibility of the applicant. Subsidiaries of associate or affiliate members are not automatically included in the parent member's membership.

#### *Section 4. Applications for Membership.*

Applications for membership shall be presented to the Secretary, in writing, signed by the applicant and shall contain an agreement to the effect that said applicant, if elected to membership, will fulfill and perform all of the obligations and requirements of membership contained in these By-Laws and in any amendments which may from time to time be made thereto. Each such application shall also state the basis for the eligibility of the applicant.

#### *Section 5. Consideration for Membership.*

The President, on the basis of the definition of eligibility contained herein applied on a uniform basis, shall determine if an application meets the stated membership criteria and if favorable shall consider the applicant elected to membership. The President shall also determine the effective date of such membership and notify the applicant of such election and effective date.

#### *Section 6. Termination of Membership.*

Membership in the Association may be terminated by resignation, suspension or expulsion as provided in Section 7 and Section 8 of this ARTICLE II. All rights of membership shall cease upon termination of membership, but any member who terminates its membership by resignation or whose membership is terminated by expulsion shall thereafter remain liable for dues to the extent provided in ARTICLE IX.

#### *Section 7. Member Resignation.*

Any member may, by giving notice in writing to the Association, terminate its membership by resignation, such resignation to be effective upon receipt of such notice or at any time on or after receipt of such notice as specified therein.

#### *Section 8. Suspension and Expulsion.*

Members may be suspended or expelled from the Association, by the vote of a majority of the directors then in office at a meeting of the Board of Directors or by the vote of a majority of the members present at a meeting of members at which a quorum is present, for failure to pay dues or for a loss of eligibility, or for any action or actions not in the interest of the objectives of the Association, as determined by a majority vote of the Board of Directors. No action shall be taken under this Section unless notice thereof, stating the grounds therefor, shall have been given, personally or by mail, to the member or members whose suspension or expulsion is proposed at least thirty days before the date of the meeting at which such action is proposed to be taken; any such member or members shall have the right to appear at such meeting for the purpose of presenting any reasons why the proposed action should not be taken. A suspended or expelled member may be reinstated by a vote of the majority of directors then in office at a meeting of the Board of Directors subject to all provisions of the CDA bylaws.

### **ARTICLE III Membership Meetings**

### *Section 1. Annual and Regular Member Meetings.*

The date, time, and location of the annual meeting of the members for the election of directors and other Association business, and all regular meetings of the members shall be determined by the Board of Directors.

### *Section 2. Special Meetings of the Members.*

Special meetings of the members of the Association may be called by the Board of Directors, or upon the written request to the Secretary of three or more members. Upon such call or request, the Secretary shall issue a notice of a special meeting to consider the business specified in such call or written request.

### *Section 3. Meeting Notice.*

For each meeting of the members written notice shall be given stating the date, time and location of the meeting. Such notice shall be given to each member entitled to vote at such meeting no less than ten nor more than fifty days before the date of the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called and at whose direction the meeting is being called.

### *Section 4. Quorum.*

A majority of the members of the Association shall constitute a quorum at any annual, regular, or special meeting of the members, but if at any meeting there shall be less than a quorum present, a majority of the members present may adjourn the meeting until a quorum is present.

### *Section 5. Meeting Conduct and Minutes.*

The Chairperson of the Board or the President of the Association or such other officer who shall be designated by the Chairperson of the Board shall preside at each meeting of the members. If both the Chairperson of the Board and the President are absent from any meeting of the members and the Chairperson of the Board has designated no other officer, such other person who shall be chosen by the members shall preside. The Secretary, or in his or her absence such person as shall be designated by the Chairperson of the meeting, shall act as Secretary at each meeting of the members and keep the minutes.

### *Section 6. Vote and Proxy.*

#### *Section 6.1. Member Vote.*

At each meeting of the members of the Association, each member shall be entitled to one vote. In the case of multiple subsidiaries of the same parent company participating as members no more than two subsidiaries shall be entitled to vote.

#### *Section 6.2. Proxy.*

Any member entitled to vote may, by instrument in writing filed with the Secretary prior to the meeting, appoint one or more persons to vote for or on behalf of such member and to the extent provided. Such instrument may constitute the person or persons named as the proxy or proxies of such member for a specified meeting or for an indefinite period, not to exceed eleven months from the date of the execution.

*Section 6.3. Majority Vote.*

Except as otherwise required by law, including, but not limited to, Sections 903(a)(2) (mergers and consolidations) and 510(a)(1) (disposition of all or substantially all of the assets of a corporation) of the New York Not-for-Profit Corporation Law, at each meeting of members at which there is a quorum for the transaction of business, all matters, except election of directors, shall be decided by the affirmative vote of the majority of the members present at such meeting.

*Section 6.4. Election of Directors.*

Directors shall be elected by a plurality vote.

*Section 7. Annual Report.*

The Directors shall present at the annual meeting of the Association an Annual Report as required by Section 519 of the New York Not-for-Profit Corporation Law.

*Section 8. Vote Without Meeting.*

Whenever the members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

*Section 9. Virtual Participation.*

Any meeting of the members, including the annual meeting, may provide provision for member participation by means of teleconference, video conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **ARTICLE IV Board of Directors**

*Section 1. Eligibility.*

The Board of Directors shall consist of such number of persons as determined from time to time by the members, with the number of directors being not less than three, nor more than twenty-seven, as fixed in the Certificate of Incorporation, or such other maximum or minimum as may be fixed by any amendment thereof. Each director (other than the director who is President of the Association or who is President of International Copper Association, Ltd.) shall be an officer

or employee of a member or of a subsidiary of a member to the Association. No more than two directors shall be officers or employees of any one member and its subsidiaries. For the purposes of these By-Laws, a corporation shall be regarded as a subsidiary of a member, if 50% or more of its outstanding capital stock having voting power (otherwise than upon the occurrence of defaults or other special events) with respect to the election of directors is owned by such member. Any director who no longer meets such qualifications shall automatically cease to be a director.

Eligibility to serve as a Director and voting status is determined by member classification as shown in Appendix A of these By-Laws.

The Chairperson of the Board, and the President, shall be members of the Board of Directors.

### *Section 2. Election of Directors.*

Directors shall be elected at the annual meeting of the Association and shall hold office, subject to Sections 1, 9, and 10 of this ARTICLE IV, until their respective successors shall have been elected and shall qualify. Vacancies in the Board of Directors for any cause, including an increase in the number of directors, may be filled by vote of a majority of the directors then in office at any regular or special meeting. A director appointed to fill a vacancy shall hold office until the next annual meeting at which the election of directors is in the regular order of business, and until his or her successor is elected and qualified.

### *Section 3. Director Responsibilities.*

The Board of Directors shall have full power in the management and control of the policies, activities, funds and affairs of the Association.

### *Section 4. Quorum.*

Except as otherwise required by law, including but not limited to Section 706(a) of the New York Not-for-Profit Corporation Law, or provided in these By-Laws, including Section 9 of this ARTICLE IV, the quorum for the transaction of business by the Board of Directors shall be as follows: if the Board shall consist of fifteen members or less, one-third of the entire number of members shall constitute a quorum for the transaction of business; if the Board shall consist of more than fifteen members, the quorum shall be at least five members plus one additional member for every ten members (or fraction thereof) in excess of fifteen. If at any meeting there shall be less than a quorum present, a majority of the directors present may adjourn the meeting from time to time until a quorum is present.

### *Section 5. Voting.*

Except as otherwise required by law including, but not limited to Section 702(b)(1) of the New York Not-for-Profit Corporation Law, or provided in these By-Laws, including ARTICLE XIII, at each meeting of the Board of Directors at which there is a quorum present for the transaction of business, all matters shall be decided by the affirmative vote of a majority of the directors present at such meeting.

### *Section 6. Board Meetings.*

The date, time, and location of regular meetings of the Board of Directors shall be determined by the Board. Special meetings may be held at any time upon the call of the Chairperson of the Board or of any two directors, by oral, electronic or written notice duly given to each director not less than two days before the meeting. A meeting of the Board may be held without notice immediately after the election of directors at the annual meeting of members at the same place at which such meeting is held. Notice need not be given of regular meetings of the Board held at times fixed by the Board. Notice of any meeting of the Board shall not be required to be given to any director who shall attend the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her, or who shall, either before or after such meeting, waive notice thereof in writing. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the Board.

### *Section 7. Compensation.*

Directors of the Association shall not, as such, be entitled to any compensation.

### *Section 8. Actions Taken Outside of Meeting.*

Any action (except suspension or expulsion of members, as provided in Section 8, ARTICLE II) which may be taken by the Board of Directors or a committee thereof may be taken without a meeting thereof if all the members of the Board or the committee consent in writing to the adoption of a resolution authorizing such action. The resolution and the written consents thereto by the members of the Board or the committee shall be filed with the minutes of the proceedings of the Board or the committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of teleconference, video conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### *Section 9. Removal of Directors.*

Any or all of the directors may be removed for cause by vote of the members, or by vote of the directors provided there is a quorum of not less than a majority present at the meeting of directors at which such action is taken, and any or all of the directors may be removed without cause by vote of the members.

### *Section 10. Resignation of Directors.*

Any director of the Association may resign at any time by giving written notice of such resignation to the Board of Directors, the President or the Secretary of the Association. Any such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt thereof by the Board or one of the above-named officers; and unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.



## ARTICLE V Executive Committee

### *Section 1. Composition and Officers.*

An Executive Committee, which shall consist of not less than three nor more than seven directors, as determined by the Board of Directors, and shall include the Chairperson of the Board or the President of the Association and may include both, shall be elected by the Board of Directors as hereinafter provided. Eligibility to serve on the Executive Committee is determined by member classification as shown in Appendix A of these By-Laws.

The Board of Directors shall designate one of the persons elected to the Executive Committee to act as Chairperson of the Executive Committee.

No more than one member of the Executive Committee shall be an officer or employee of any one member and its subsidiaries (as defined in Section 1, ARTICLE IV).

The Board may appoint one or more members of the Board to serve as alternate members of the Executive Committee, who may replace any absent member or members at any meeting of such committee. During any meeting of the Executive Committee, which shall be attended by an alternate so appointed, the alternate shall be deemed a member of the Executive Committee for all purposes at that meeting.

### *Section 2. Appointment and Vacancies.*

The Board of Directors shall appoint the members of the Executive Committee to hold office until the next annual meeting and until their respective successors shall have been elected and shall qualify. Vacancies occurring in the Executive Committee may be filled by the Board of Directors for the unexpired portion of the term of the member whose office shall be vacant.

### *Section 3. Responsibilities.*

All powers of the Board of Directors shall, when the Board is not in session and unless otherwise provided by law or specifically provided by these By-Laws or by resolution of the members or of the Board of Directors, be vested in, and may be exercised by, the Executive Committee. The powers of the Executive Committee shall include the fixing of compensation, including salaries and bonuses, of officers of the Association. The Executive Committee shall not have authority as to (i) the submission to the members of any action requiring members' approval under the New York Not-for-Profit Corporation Law, (ii) the filling of vacancies in the Board of Directors or in any committee, (iii) the fixing of compensation of directors for serving on the Board or on any committee, (iv) the amendment or repeal of the By-Laws or the adoption of new By-Laws, (v) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable, or (vi) any decision related to the suspension or expulsion of a member pursuant to ARTICLE II, Section 8.

### *Section 4. Meetings and Rules of Procedure.*

The Executive Committee shall fix its own rules of procedure and may meet when and as provided by such rules or by resolution of the Board of Directors. Meetings of the Executive



Committee shall be held at such times and places and upon such notice as it may determine. Unless otherwise provided by the rules of the Executive Committee or by resolution of the Board, meetings shall be held upon such notice and in such manner as is required for meetings of the Board. Meetings may be held at any place within or without the State of New York designated in the notice of the meeting. Notice of any meeting of the Executive Committee shall not be required to be given to any member thereof who shall attend the meeting without protesting prior thereto or at its commencement the lack of notice to him or her or who shall, either before or after such meeting waive notice thereof in writing, including electronic correspondence.

#### *Section 5. Quorum.*

Three members of the Executive Committee shall constitute a quorum for the transaction of business, but if at any meeting of the Executive Committee there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is present. At each meeting of the Executive Committee at which there is a quorum present for the transaction of business, all matters shall be decided by the affirmative vote of a majority of the members of the Committee present at such meeting.

#### *Section 6. Compensation.*

Members of the Executive Committee shall not, as such, be entitled to any compensation.

#### *Section 7. Removal.*

Any or all members of the Executive Committee may be removed with or without cause by vote of the directors.

## **ARTICLE VI Product and Program Councils**

#### *Section 1. Composition and Membership.*

Product and Program Councils shall consist of representatives of member companies specific to product or program area orientation in product or program areas aligned with the Association's strategic activities and membership dues elective subscription areas. Participation and voting rights in Product and Program Councils are determined by member classification as shown in Appendix A of these By-Laws.

The members of each Product or Program Council shall nominate a chairperson for appointment by the Board of Directors as hereinafter provided. The term of each chairperson shall not exceed two years, or a term agreed upon by the Product or Program Council. No more than one member of each Product or Program Council shall be an officer or employee of any one member company and its subsidiaries (as defined in Section 1, ARTICLE IV).

Any member company may appoint one or more persons to serve as alternate members of a Product or Program Council, who may replace an absent member or members at any meeting of such Product or Program Council. During any meeting of a Product or Program Council,

which shall be attended by an alternate so appointed, the alternate shall be deemed a member of the Product or Program Council for all purposes at that meeting.

The Board of Directors may from time to time add or remove Product or Program councils.

*Section 1.1. Current Product Councils*

1. Tube and Fittings
2. Alloy Rod, Bar and Sections
3. Flat Products
4. Energy and Electrical Systems

*Section 1.2. Current Program Councils*

1. Scrap and Recycling
2. Government Affairs
3. Health, Environment, and Safety
4. Sustainability and ESG

*Section 2. Appointment of Chairperson.*

At the meeting of the Board of Directors held in conjunction with the annual meeting of members of the Association, the Board of Directors shall appoint the chairperson of each Product or Program Council to hold office until the next annual meeting and until their respective successors shall have been elected and shall qualify. Vacancies occurring in a Product or Program Council chair may be filled by the Board of Directors for the unexpired portion of the term of the member whose office shall be vacant.

*Section 3. Role.*

A Product or Program Council shall be instrumental in guiding, evaluating and providing strategic input to the Association staff on any and all projects or programs relative to the specific Product or Program Council.

*Section 4. Meetings and Notice.*

Meetings of a Product or Program Council shall be held at such times and places and upon such notice as it may determine. Notice of meetings of the Product or Program Council shall be communicated to each member of the Product or Program Council no later than one week prior to the meeting.

*Section 5. Quorum.*

A majority of members of each Product or Program Council shall constitute a quorum for the transaction of business, but if at any meeting of a Product or Program Council there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is present. At each meeting of a Product or Program Council at which there is a quorum present for the transaction of business, all matters shall be decided by the affirmative vote of a majority of the members of the Product or Program Council present at such meeting.

### *Section 6. Compensation.*

Members of a Product or Program Council shall not, as such, be entitled to any compensation.

### *Section 7. Participation and Voting Interest.*

Each member, either a parent company, subsidiary, or multiple subsidiaries as determined by their payment of dues under the conditions of the Dues Schedule are eligible for participation in and voting on matters of any and all Product or Program Councils in which they pay dues according to the following:

#### *Section 7.1 Participation.*

Multiple individuals representing member companies that pay dues in any Product or Program Council are eligible to participate in meetings of the Product or Program Council and receive full benefits of membership in the Council, with the exception of voting on Council issue and project prioritization and budgets.

#### *Section 7.2 Voting Interest.*

Each member company that pays dues in a Product or Program Council is entitled to one vote in matters of the Council, such as issue and project prioritization and budgets. Each member company shall designate one individual representative to the Council who will be entitled to exercise such vote on behalf of the member company. In the case of multiple subsidiaries of the same parent company participating as members in a Product or Program Council, no more than two subsidiaries shall have a vote.

### *Section 8. Removal.*

Any or all members of a Product or Program Council may be removed with or without cause by vote of the directors.

## **ARTICLE VII Other Committees**

The Board of Directors may appoint such other committees as are deemed advisable, to serve at the pleasure of the Board, which committees shall exercise such powers and functions as may be conferred upon them by the Board of Directors. Each such committee shall fix its own rules of procedure and may meet when and as provided by such rules or by resolution of the Board of Directors. Meetings of each such committee shall be held at such times and places and upon such notice as it may determine. Unless otherwise provided by the rules of such committee or by resolution of the Board, meetings shall be held upon such notice and in such manner as is required for meetings of the Board. Those committees that are standing committees shall each consist of three or more directors.

## ARTICLE VIII Officers

### *Section 1. Election or Appointment of Officers.*

The officers of the Association shall be a Chairperson of the Board of Directors, a President and Chief Executive Officer, one or more Vice Presidents, a Secretary and a Treasurer, all of whom shall be elected or appointed by the Board of Directors. Eligibility of member company representatives to serve as an officer is determined by member classification as shown in Appendix A of these By-Laws.

The same person may hold more than one office, except the office of President and the office of Secretary of the Association. The Board of Directors may also elect or appoint from time to time such other officers, as it may deem proper.

### *Section 2. Term, Vacancy, Removal.*

Each of such officers shall hold office for the term for which such officer is elected or appointed, if any, and until his or her successor shall have been elected or appointed by the Board of Directors and shall qualify. The Board of Directors shall fill any vacancy in any office, for the unexpired portion of the term, if any. All officers elected or appointed by the Board of Directors shall be subject to removal with or without cause at any time by the Board of Directors.

### *Section 3. Resignation.*

Any officer of the Association may resign at any time by giving written notice of such resignation to the Board of Directors, the President or the Secretary of the Association. Any such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt thereof by the Board or one of the above-named officers; and unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### *Section 4. Removal of Non-Officer Employees and Agents.*

Subject to such limitations as the Board of Directors may from time to time prescribe, the President may appoint or remove, with or without cause, such non-officer employees and agents as the business of the Association may require, who shall have such duties as the President and Chief Executive Officer or the Board of Directors may from time to time determine.

### *Section 5. Officer Duties.*

Subject to such limitations as the Board of Directors may from time to time prescribe, each of the officers of the Association shall have such powers and duties as shall generally pertain to his or her respective office, as well as such additional powers and duties as may from time to

time be conferred or imposed by the Board of Directors. The Secretary shall be responsible for keeping full and accurate minutes of all meetings. The Treasurer and any Assistant Treasurer may be required to give bond for the faithful discharge of their duties, in such sums and with such surety or sureties as the Board of Directors from time to time may prescribe.

#### *Section 6. Compensation.*

Officers of the Association who are also officers or employees of a member or of a subsidiary of a member shall not be entitled to any compensation. All other officers of the Association shall receive such reasonable compensation, if any, as the Board of Directors shall determine.

## **ARTICLE IX Dues**

#### *Section 1. Assessment of Dues.*

The Board of Directors shall, from time to time, fix the amounts to be paid to the Association by members as dues in order to defray the known and anticipated expenses of the Association. The manner of allocation among and assessment upon the various classes of members of the amount of dues so determined shall be as set forth in a Dues Schedule adopted from time to time by the Board of Directors.

#### *Section 2. Member Classes.*

For the purpose of determining the dues payable by members of the Association, members may be divided into classes as set forth in Article II and the Dues Schedule.

#### *Section 3. Member Reporting.*

Each member of the Association shall report to the Association, or to a designated statistical agency, the information required of it and any affiliated companies in order to make the allocation of dues prescribed by the Board of Directors. All such information shall be confidential and shall not be disclosed by the Association, or any designated statistical agency, to any other person, firm, corporation or association, including other members of the Association. Aggregated member company data shall be the sole property of the Association. Each member shall be notified of the amount of the dues assessed upon it and payment thereof shall be due at such times and in such installments as may be fixed by the Board of Directors. In addition to reporting information necessary for determining dues, Fabricator members shall report monthly shipments for all product types and all end use categories applicable to them. The Board of Directors may grant exemptions from reporting data when such reporting violates governmental or other contractual provisions or for other reasons acceptable to the Board of Directors.

#### *Section 4. Other Financial Obligation.*

No member or former member of the Association shall have any financial obligation except for dues determined as provided in this ARTICLE IX.

*Section 5. Liability for Dues Following Resignation or Termination of Membership.*

The liability for dues of a member, determined as provided in this ARTICLE IX, shall continue, (i) in the case of a member terminating its membership by resignation from the Association or from one or more Product or Program Councils in accordance with Section 7, ARTICLE II, for the remainder of the fiscal year of the effective date of resignation of said member, (ii) in the case of termination of membership by expulsion, for twelve months following the effective date of such termination, and (iii) in the case of a suspended membership, indefinitely, until membership is terminated by resignation or expulsion. Each member whose membership has been terminated shall, as relevant, make such reports to the Association provided for in Section 3 of this ARTICLE IX as shall be necessary to fix the amounts to be paid by said member as dues pursuant to this Section 5.

*Section 6. Annual Budget.*

The annual budget for each fiscal year shall provide for such financial reserves as would allow the Association to cease operations and liquidate without an increase in member dues assessments.

**ARTICLE X  
Checks, Notes, Etc.**

All checks, drafts, promissory notes, acceptances or other instruments for the payment of money of the Association shall be signed in such manner as may be provided from time to time by the Board of Directors.

**ARTICLE XI  
Corporate Seal**

The Corporate seal shall be in circular form and shall have inscribed thereon the name of the Association and the words "Incorporated New York 1962."

**ARTICLE XII  
Fiscal Year**

The fiscal year of the Association shall be the calendar year.

**ARTICLE XIII  
Indemnification**

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he, his or she, her testator or intestate, is or was a director, officer or salaried employee of the Association or served another corporation, partnership, joint venture, trust or other enterprise in any capacity at the request of the Association, shall be indemnified by the Association to the full extent permitted by law. The foregoing right of indemnification shall not affect any rights to indemnification to which any person may be entitled

by contract or otherwise under law. Any amount payable by way of indemnity shall be determined and paid in such manner as the Board of Directors of the Association shall direct by resolution. The Association may purchase indemnity insurance to the extent permitted by law.

#### **ARTICLE XIV Amendments**

The By-Laws of the Association may be amended, added to, rescinded or repealed at any meeting of the members, provided notice of the proposed change is given in the notice of the meeting. Subject to the power of the members to alter, amend or repeal any By-Laws made by the Board of Directors, the Board may make By-Laws for the Association and may from time to time alter, amend and repeal any of these By-Laws, provided that any amendment of the By-Laws by the Board to change the number of directors shall require the vote of a majority of the entire Board. If any By-Law regulating an impending election of directors is adopted, amended or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of the members of the Association for the election of directors the By-Law so adopted, amended or repealed, together with a concise statement of the changes made.



**Appendix A  
Member Classifications, Eligibility, Voting**

<b>Member Classification</b>	<b>Board Eligibility</b>	<b>Board Vote</b>	<b>Executive Committee Eligibility</b>	<b>Officer Eligibility</b>	<b>Product or Program Council Eligibility</b>	<b>Product or Program Council Vote</b>
Fabricator Members	Yes	Yes	Yes	Yes	All	Yes
Wire Mill Members	Yes	Yes	Yes	Yes	All	Yes
ICA Producer Members	Yes	Yes, if they pay membership dues directly to the Association	Yes	Yes	Yes, in any approved for producer participation by the Board	Yes, for each council in which they pay membership dues
Non-ICA Producer Members	No	No	No	No	Yes, in any approved for producer participation by the Board, and in which they pay membership dues	Yes, for each council in which they pay membership dues
Secondary Refiner Member	Yes	Yes	Yes	Yes	All	Yes
Associate Member	No	No	No	No	All	No
Affiliate Member	No	No	No	No	None	No