

**BY LAWS**

**OF**

**PORTABLE GENERATOR MANUFACTURERS ASSOCIATION, INC.**

**(An Ohio Not-For-Profit Corporation)**

**ARTICLE I**

**OFFICES**

The corporation shall have and continuously maintain in the State of Ohio a registered office and a registered agent, as required by the Ohio Revised Code Annotated. The principal office of the corporation in the State of Ohio shall be located in the City of Cleveland, County of Cuyahoga. The corporation may have such other offices, either within or without the State of Ohio, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

**ARTICLE II**

**MEMBERS**

Section 1.     Regular Membership. Corporations and firms actively engaged in the design and manufacture of engine driven portable generators sold in North America shall be eligible to apply for regular membership in this corporation, provided that such corporations and firms are actively engaged in their own name and with their own organizations (i.e., as distinct from agents and/or distributors) in the sale of such portable generators in the open market within North America. Only regular members may appoint an Executive Voting Representative and each regular member may only appoint one Executive Voting Representative.

Section 2. Associate Membership. Corporations and firms actively engaged as suppliers, distributors, or manufacturers of components for use in or with portable generators shall be eligible to apply for associate membership in this corporation. Associate members shall enjoy such rights as are prescribed by the Board of Directors. Associate Members shall have no Executive Voting Representative and shall otherwise have no rights to vote under these bylaws.

Section 3. Division of a Corporation. Whenever the Board of Directors shall declare that it is in the interest of the corporation to admit to membership a subsidiary or a separate division of a particular corporation or firm, then such subsidiary or separate division shall be considered as a member corporation or firm within the meaning of this Article.

Section 4. Application For Membership.

(a) Procedure. Application for membership in the corporation shall be made in writing, shall contain acceptance of and agreement to abide by these By Laws and policies of the corporation, and shall be signed by an executive officer of the applicant.

(b) Effective Date of Membership. Membership in this corporation shall become effective upon approval by the Board of Directors and payment of the initiation fee.

Section 5. Voting and Participation Rights. Each regular member shall be represented in the corporation by one duly designated Executive Voting Representative and by such of its proprietors, officers or employees as the member may designate. The Secretary shall canvass the membership annually, prior to the Annual Meeting of the members, to maintain up-to-date listings of Executive Voting Representatives. All members, including Regular Members and Associate Members, must agree to abide by applicable corporate policies and procedures to participate in activities of the corporation, including committees thereof, as applicable.

Section 6. Executive Voting Representative. The Executive Voting Representative shall be the chief executive officer of the regular member's company or the chief executive officer with regard to those functions of the regular member's company which relate to the

company's interest in this corporation, or the Executive Voting Representative may be a delegate designated by a company's chief executive officer to have full authority to represent the company in this corporation's affairs.

Section 7.     Resignations. Resignations shall be submitted in writing and addressed to the Secretary.

Section 8.     Termination of Membership. Any membership may be terminated pursuant to the provisions of Article IX, Section 3 for failure to pay dues. In addition, by a vote of the Board, any member may be expelled for cause, provided however, that such member or representative of a member shall first be afforded an opportunity to be heard before the Board of the corporation. The expulsion of a member shall in every case include every representative of such member.

Section 9.     Effect of Resignation, Suspension, Expulsion. A resignation, suspension or termination of membership does not relieve the member or former member from liability for previously invoiced or due dues, fees or assessments. Dues, fees, contributions and assessments are non-refundable.

Section 10.    Transfer of Membership. Any purported sale, assignment, transfer or encumbrance of membership in the corporation or of membership rights, whether done expressly or by operation of law, shall be wholly void and shall confer no rights upon the purported purchaser, assignee, transferee or claimant; provided, however, that the Board of Directors, at its discretion, may expressly consent to the transfer of a membership and to the acceptance of the transferee as a member of the corporation, and may determine whether or not such transferee shall be required to pay an initiation fee.

## **ARTICLE III**

### **MEETINGS OF MEMBERS**

Section 1.     Annual Meeting. An Annual Meeting of the members shall be held at such time as may be determined by the Board of Directors. Such meeting shall be held for the purpose of electing Directors and officers and for the transaction of such other business as may come before the meeting.

Section 2.     Regular Meetings. Regular meetings of the members of the corporation, other than the Annual Meeting, shall be held as directed by the Board of Directors.

Section 3.     Special Meetings. Special meetings of the members may be called by the Chairman of the Board, the Board of Directors by action at a meeting, or a majority of the Directors acting without a meeting, and shall be called by the Secretary on the request in writing of not less than twenty-five per cent (25%) of the members of the corporation.

Section 4.     Place of Meetings. The Board of Directors may designate any place, either within or without the State of Ohio, as the place of meeting for any Annual Meeting, regular meeting, or special meeting. Any Annual, regular, or special meeting may be held by conference telephone, video conference, or through other electronic means that allows all persons participating in the meeting to contemporaneously communicate with each other.

Section 5.     Notice of Meetings. Not less than ten days before each regular meeting and five days before each special meeting of the members of the corporation, the Secretary shall transmit to each member of the corporation a notice of the meeting.

Section 6.     Representation of Members. The President of the Board of Directors shall preside at all meetings of the members. Only Executive Voting Representatives shall be authorized to cast votes at any meeting of the members.

Section 7.     Quorum. Twenty-five per cent (25%) of the regular members shall constitute a quorum at any meeting of members of the corporation.

Section 8.     Proxies and Votes. At any meeting of members, the Executive Voting Representative of any member may be represented by a written or electronic proxy granted to another officer or employee of the member, or to an authorized Executive Voting Representative of some other member. Votes may be recorded by voice vote or by written or electronic format.

Section 9.     Action by Ballot. The regular members may take action without a meeting by casting a vote by ballot. A ballot shall (1) be in paper or in electronic format, such as by e-mail or other on-line format as may be determined by the Board of Directors; (2) set forth each proposed action; and (3) provide an opportunity to vote for or against each proposed action. Approval by ballot shall be valid only when the approvals for the proposed action equals or exceeds a majority of the regular members. All solicitations for votes by ballot shall specify the time by which a ballot must be received by the Corporation in order to be counted.

#### **ARTICLE IV**

#### **BOARD OF DIRECTORS**

Section 1.     General Powers. The affairs of the corporation shall be managed and directed by a Board of Trustees, hereinafter referred to as the Board of Directors, as provided in these By Laws.

Section 2.     Number and Qualifications.

(a) Number. The Board of Directors shall consist of the Executive Voting Representative of the regular members that have been regular members for at least six continuous months, provided that there are at least four but no more than twenty-four regular members. Executive Voting Representatives of regular members that have not been regular members for at least six continuous months may attend Board of Directors meetings as non-voting observers, unless approved by a vote of the Board of Directors to attend Board of Directors meetings as voting members.

(b) Qualifications of Board Members. Regular members may not have more than one Executive Voting Representative on the Board of Directors.

Section 3. Election. At the last regular meeting of members preceding the Annual Meeting, the Board of Directors shall appoint a nominating committee with instructions to present a slate of nominees for members of the Board of Directors at the forthcoming Annual Meeting of members.

Section 4. Terms of Office. Members of the Board of Directors shall be elected to serve three (3) year terms of office, except that, in the case of the initial Board of Directors, the terms of office shall be determined by the Board of Directors.

Section 5. Vacancies. The office of a director will be deemed vacant if he dies or resigns. The remaining directors, though less than a majority of the whole authorized number of directors, may, by vote of a majority of their members, fill any vacancy in the Board of Directors for the unexpired term.

Section 6. Compensation. Members of the Board of Directors shall serve without compensation, but may be reimbursed at the discretion of the Board for actual expenses incurred by them upon the business, or for the account, of the corporation. Such reimbursement shall not include expenses incurred as a result of, or in connection with, attendance at meetings of the Board.

Section 7. Secretary. The Secretary of the corporation shall serve as Secretary of the Board of Directors.

Section 8. Meetings. Regular meetings of the Board of Directors shall be held in conjunction with the Annual Meeting and the regular meetings of members. Special meetings of the Board of Directors may be called by the President or by the Secretary on specific request of three or more members of the Board. At least two days' notice of any special meeting shall be given by the Secretary. Meetings may be held in person or by means of conference telephone, videoconference,

or through other electronic means that allows all persons participating in the meeting to contemporaneously communicate with each other.

Section 9.     Quorum. A majority of the Board of Directors shall constitute a quorum.

Section 10.    Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be deemed the act of the Board of Directors, unless the act of a greater number is required by law or by these By Laws. Votes may be recorded by voice vote or by written or electronic format.

Section 11.    Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing or in electronic format, setting forth the action so taken, shall be submitted by all of the Directors entitled to notice of a meeting for such purpose.

## **ARTICLE V**

### **OFFICERS**

Section 1.     Officers. The officers of the corporation shall be a President, a Vice-President, a Treasurer and a Secretary. The offices of Treasurer and Secretary may be held by the same person.

Section 2.     President. The President shall be a member of the Board chosen annually for a term of office of one year by a majority of members of the Board. The President may serve successive terms of office, if so chosen by the members of the Board. Elections of the President shall take place at a meeting of the Board convened immediately after adjournment of the meeting of members at which new members of the Board are elected. The President shall preside at all meetings of the Board of Directors and perform such other duties as prescribed in these By Laws. During the absence or temporary incapacity of the President, the Vice-President shall perform the

duties and have the powers of the President. In the absence of both the President and the Vice-President, the aforementioned duties shall be performed by the Secretary.

Section 3.     Other Officers. The Vice-President shall be elected from among the representatives of members at the Annual Meeting of members and shall hold office until the next Annual Meeting and until the election of a successor. The Secretary and Treasurer shall be appointed by the Board of Directors and their terms of office shall be fixed by the Board, but they may not be members or officers or employees of any member of the corporation.

Section 4.     Compensation. The President and Vice-President shall serve without compensation. The Treasurer and Secretary may be compensated as determined by the Board of Directors.

Section 5.     Vacancies in Elective Offices. Vacancies in any elective office of the corporation may be filled on an interim basis by the Board of Directors. Nominations for such offices shall be made by the Board of Directors.

Section 6.     Bonding of Officers. The Board of Directors may require the Secretary, Treasurer and such other officers as the Board of Directors may designate to give surety bonds for the faithful performance of their duties in such amount, if any, as may be required by the Board of Directors. The premium(s) on such bond(s) shall be paid by the corporation.

Section 7.     Treasurer. The Treasurer shall have custody of the funds and assets of the corporation and shall maintain proper books of account. He shall receive and disburse the funds of the corporation under the direction of the Board of Directors. He shall keep all funds in a bank or banks approved by the Board of Directors and in the name of the corporation.

Section 8.     Secretary. The Secretary shall keep the minutes of the meetings of the members, the Board of Directors, and of other authorized committees or sections; see that all notices are duly given in accordance with the provisions of these By Laws or as required by law; be custodian of the corporate records and of the seal of the corporation, if any, and see that the seal of



the corporation is affixed to such documents as may be required; keep a register of the physical and electronic address of each member, which shall be furnished to the Secretary by such member, and the dates of admission and termination of each member; appoint and engage such other administrative and technical staff or other specialists as may be directed and authorized by the Board of Directors; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

## **ARTICLE VI**

### **LEGAL COUNSEL AND AUDITORS**

Section 1.     Legal Counsel. The Board of Directors shall retain Legal Counsel for the corporation upon such terms and conditions as the Board shall deem advisable.

Section 2.     Accountants. The Board of Directors shall retain a firm of Certified Public Accountants upon such terms and conditions as the Board shall deem advisable.

## **ARTICLE VII**

### **INDEMNIFICATION OF OFFICERS**

Each person who has been, now is, or hereafter shall be a member of the Board of Directors, or otherwise an officer of the corporation, shall be indemnified by the corporation, against all expenses reasonably incurred by him or her in connection with any action, suit, proceeding, or the settlement or compromise thereof, in which he or she may become involved by reason of any action taken or omitted to be taken, provided that such action was taken or omitted in good faith and for reasons that he or she believed to be in the best interests of the corporation, and, with respect to any criminal action or proceeding, if the person had no reasonable cause to believe the person's conduct was unlawful.

## **ARTICLE VIII**

### **COMMITTEES**

Section 1.     Appointment. The Board of Directors may appoint such standing and special Committees as are advisable or necessary to carry on the work of the corporation. The members of such Committees shall be appointed and have duties as prescribed by the Board of Directors. The activities of the Committees of the corporation shall be subject to such limitations as may be prescribed by the Board of Directors.

Section 2.     Committee Meetings. Meetings of Committees may be called by the Chairman thereof, except that regular meetings shall not be required to be held, and meetings may be held in person or by conference telephone or videoconference, or through other electronic means that allows all persons participating in the meeting to contemporaneously communicate with each other.

Section 3.     Quorum. One-third of the members of any Committee shall constitute a quorum.

Section 4.     Voting. Any vote of a Committee of the corporation may be taken by voice vote or by written or electronic format.

Section 5.     Proxies. No member of any Committee of the corporation may vote by proxy.

Section 6.     Action by Committee Without a Meeting. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting if a consent in writing or in electronic format, setting forth the action so taken, shall be submitted by all of the committee members.

## **ARTICLE IX**

### **INITIATION FEES AND DUES**

Section 1.     Initiation Fee. The initiation fee of each new member shall be established by the Board of Directors; provided, however, that if a former member of the corporation

applies for reinstatement of membership, the Board of Directors may, at its discretion, waive in whole or in part the payment of the initiation fee, taking into consideration any possible outstanding dues indebtedness to the corporation.

Section 2. Annual Dues.

(a) Method of Calculation. The annual dues of each member shall be calculated in accordance with a dues schedule established by the Board of Directors.

(b) Due Dates. The annual dues shall be invoiced to members semi-annually in accordance with a schedule established by the Board of Directors.

(c) Apportionment of Dues of New Members. A membership which becomes effective after the beginning of any fiscal year shall not affect the apportionment of dues theretofore made for such year. Each such new member shall pay dues on a quarterly basis for that part of the fiscal year in which it is a member of the corporation. The amount of dues of such member shall be calculated at the rate computed in accordance with this section.

Section 3. Failure to Pay Dues.

(a) Suspension. If any member fails to pay the prescribed dues within thirty (30) days after the same shall have become due, such member shall as a result of such failure, and without further action, be suspended from all rights and privileges of membership and such suspension shall continue until the payment in full of all arrears of the member so suspended, including dues accrued during the period of suspension, or until the termination of the membership of the suspended member.

(b) Membership Termination. The membership of any member suspended for failure to pay the prescribed dues shall terminate at the conclusion of a period of sixty (60) days after its suspension, unless said period is extended by the Board of Directors, in which case the membership shall, without further action, terminate at the end of the extended period, if such dues shall not have been paid.

## ARTICLE X

### **RIGHT TO PARTICULAR FUNDS, RESERVES, OR OTHER ASSETS OF THE CORPORATION**

Section 1.     Interests of Members, Directors or Officers. Except upon dissolution of the corporation, no member, director, or officer shall have any individual right, title, or interest in any particular funds, reserves, or other assets of the corporation, any Committee or any Section.

Section 2.     Disposition of Assets on Dissolution. Upon the dissolution of the corporation, and after payment of all just debts and liabilities of the corporation, the remaining funds, reserves, and other assets of the corporation shall be divided and refunded without interest in proportion to the amount of dues, initiation fees, assessments, and contributions paid by such members during the five (5) fiscal years immediately preceding the fiscal year in which dissolution takes place; provided, however, that no member shall be refunded an amount in excess of the total amount of dues, initiation fees, assessments, and contributions paid by such member during the total period of his membership; and provided, further, that no member whose membership has terminated prior to the date of dissolution shall be entitled to any such distribution. Any excess amount or remaining assets of the Corporation which shall exist after such refunds shall be distributed to an organization or organizations which are then exempt from federal tax under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code). The Board of Directors shall determine how the Corporation's property and assets will be distributed pursuant to this Article.

Section 3.     Determination of Refunds. The amount to be refunded to each member as herein provided shall be final when determined by a firm of Certified Public Accountants engaged by the Board of Directors, and the refund shall be made by the Treasurer on a confidential basis.

## ARTICLE XI

### STANDARDS AND ENGINEERING INFORMATION

Section 1.     Standards. The corporation may promulgate standards pursuant to the following provisions.

(a)     Definition of a Standard. A Standard defines the product, material, process, or procedure with reference to one or more of the following: nomenclature, composition, construction, dimensions, tolerance, safety, operating characteristics, performance, quality, rating, testing, and service for which designed.

(b)     Purpose of Standards. Standards are adopted by the corporation in the public interest and are designed to eliminate misunderstandings between the manufacturer and the purchaser; and to assist the purchaser in selecting and obtaining the proper product for a particular need. The existence of Standards does not preclude any member from manufacturing or selling products not conforming to the Standards.

(c)     Adoption of Standards. A Standard must be approved by the Board of Directors prior to implementation.

Section 2.     Engineering Information. The corporation is authorized to promulgate Engineering Information pursuant to the following provisions.

(a)     Definition of Engineering Information. Engineering Information consists of explanatory data and other engineering information of an informative character not falling within the classification of a Standard.

(b)     Adoption of Engineering Information. Engineering Information shall be approved for adoption by the Board of Directors.

Section 3.     Date of Standards or Engineering Information. Each Standard or Engineering Information publication, or revision thereof, published by the corporation shall bear the

date of the corporation meeting at which it was approved or the date of the vote on which approval was obtained.

Section 4.     Voting. A vote on Standards or Engineering Information may be taken by voice vote or by written or electronic ballot submitted during a reasonable voting period set forth in the ballot itself.

(a)     Recording of Votes. All written or electronic ballots shall provide for recording the votes in the affirmative, in the negative, or as “not voting”. Negative votes should be accompanied by a written statement of reason(s). No Board member may change his vote after expiration of the voting period. All written and electronic format ballots shall be dated and authorized by the Board member. Any approval must be consistent with such requirements as set out in these By Laws and as may be required by applicable law.

(b)     Rescission or Reconsideration. The result reached on any letter ballot may be re-opened at the next succeeding meeting of the Board, upon the vote of the Board and the matter reconsidered as though the ballot had never been taken.

## **ARTICLE XII**

### **FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of January in each year and shall end on the thirty-first day of the following December.

## **ARTICLE XIII**

### **BUDGET**

Section 1.     Budget. The Board of Directors shall adopt an annual budget for the total expenses of the corporation and for such reasonable reserves for contingencies as may be deemed advisable.

Section 2.     Obligations in Excess of Approved Budget. Neither the Board of Directors nor the officers of the corporation shall obligate the corporation in excess of the total amount of the approved budget except that the Board of Directors may make appropriations from surplus funds or reserves for contingencies of the corporation to defray expenses not contemplated by the budget.

#### **ARTICLE XIV**

##### **STATISTICS AND TECHNICAL INFORMATION**

Section 1.     Statistics.     The Secretary shall prepare and distribute appropriate summaries of statistical data in such form and in accordance with policies issued by the Board of Directors from time to time. All statistical information furnished to the corporation by a member shall be held confidential and shall not be divulged to any other member. No statistical data furnished by any member shall be divulged to any outside individual or organization unless specifically authorized by the member furnishing the data and approved by Legal Counsel.

Section 2.     Technical Information.     The corporation may collect or prepare technical information or studies from time to time. All technical information or studies furnished to the corporation by a member or prepared by the corporation shall be held confidential, subject to determination by the Board of Directors that the information will be disclosed. No confidential technical data or study furnished by any member shall be divulged to any outside individual or organization unless specifically authorized by the member furnishing the data or study.

## **ARTICLE XV**

### **BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its incorporators, members, Board of Directors, Sections and Committees. The corporation shall also maintain a list of names and addresses of all members and the dates of their admission to and termination of membership in the corporation. All books and records of the corporation may be inspected by any regular member, or his agent or attorney, for any reasonable and proper purpose at any reasonable time.

## **ARTICLE XVI**

### **CORPORATE SEAL**

The corporate seal, if any, shall be in such form as the Board of Directors shall prescribe.

## **ARTICLE XVII**

### **PROCEDURE**

At the election of the Board, the rules contained in the most recent edition of Robert's Rules of Order may provide the rules of procedure for the corporation where they are not inconsistent with the provisions of applicable law, the Articles or these By laws.

## **ARTICLE XVIII**

### **WAIVER OF NOTICE**

Whenever any notice is required to be given by law or these By Laws, a waiver thereof in writing or electronic format, authorized by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.



**ARTICLE XIX**

**AMENDMENTS TO BY LAWS**

These By Laws may be amended by a majority vote of the members of the Board of Directors. Such vote may be taken at any regular or special meeting of the Board of Directors.

Adopted: December 15, 2009  
Revised: February 2015  
Revised: July 2016  
Revised: June 2017  
Revised: December 2018  
Revised: March 2019