

**AMENDED AND RESTATED BYLAWS OF THE  
CHICAGOLAND-WISCONSIN ELECTRONICS REPRESENTATIVES ASSOCIATION  
as of July, 2012**

**ARTICLE I**

**Section 1. Name.** This Corporation, incorporated as a not-for-profit trade association under the laws of the State of Illinois, shall be known as the Chicagoland-Wisconsin Electronics Representatives Association, sometimes referred to as “Chicagoland-Wisconsin ERA” or the Chapter.

**Section 2. Purpose.** The purpose of this Association shall be to act as a trade association for independent outsourced field sales representatives in the electronics industry; to create and foster a spirit of mutual respect and esteem among Members of the Association 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 outsourced field 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.

**Section 3. Affiliation With National Association.** Chicagoland-Wisconsin ERA is an affiliate/chapter of and subject to the jurisdiction of the Electronics Representatives Association, a national trade association, sometimes referred to as the “National Association” or “National.”

**ARTICLE II**

**Membership**

**Section 1. Classes of Membership.** There shall be five (5) classes of Members:

- (A) Regular Members
- (B) Branch Members
- (C) Honorary Members
- (D) Life Members
- (E) Distributor Members

**Section 2. Eligibility for Membership**

(A) “**Regular Members**” shall be those **business firms** (proprietorship, partnership or corporation) which perform the functions of an independent ~~contractor~~ outsourced field 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 within the area served by Chicagoland-Wisconsin ERA.

(B) “**Branch Members**” shall be those business firms holding Membership in the National Association and at least one other ERA Chapter, who meet the requirements of Chicagoland-Wisconsin ERA.

(C) “**Honorary Members**” shall be those **individuals** not affiliated with Regular Members or Branch Members who, in the judgment of the Board of Directors:

- (1) Have been active in the electronics industry for an appreciable period of time; and

- (2) Have been recognized by this Association as outstanding figures in the industry; and
- (3) Have contributed appreciably to the welfare of the Association.

(D) **“Life Members”** shall be **individuals** who were for more than twenty (20) years employed by or associated with one or more firms which were Members in good standing of the Association during such twenty year period and are not at the time of application for Life Membership employed by or associated with a manufacturers’ Representative business.

(E) **“Distributor Members”** shall be those businesses authorized in the distribution of electronic components, equipment and/or supplies.

(F) **“Members”** as referred to in the following Articles and Sections of these Bylaws shall **not** include Honorary, Life or Distributor Members unless so stated.

### **Section 3. Application For Membership**

(A) Applications as a “Regular Member” must be submitted in writing (on forms furnished by the National Association) to the National Association or Chicagoland-Wisconsin ERA. Applications submitted to Chicagoland-Wisconsin ERA shall be immediately forwarded to the National Association.

Upon receipt of an application for Regular Membership, the National Association will immediately ~~mail~~ notify the applicant to acknowledge receipt of the application and indicate that the application is being processed and reviewed for purposes of verification. A copy of the notice and application will be sent, by National, to the Chicagoland-Wisconsin ERA Delegate, President and Membership Chairman.

Each application shall be accompanied by payment of such fees or dues as may from time to time be determined pursuant to the Bylaws. The application for Membership shall be an application for Membership in the National Association and Chicagoland-Wisconsin ERA.

(B) “Honorary Membership” and/or “Life Membership” applications require no formal applications and no payment of dues. A request for Life Membership must be made to the Board of Directors by a Member of Chicagoland-Wisconsin ERA. Upon approval of the Board, application and recommendation will be made to the National Association. The Chapter’s request will be voted on at the next formal meeting of the National Association’s Board of Directors.

### **Section 4. Admission To Membership**

(A) Upon receipt of a completed application and appropriate payment of one year’s dues, the National Office shall deposit checks, review the application form for completeness and accuracy, and verify the location and telephone number and e-mail address of the applicant. The National Office shall determine eligibility in accordance with the criteria established by its Bylaws and, upon verification, notify the applicant of acceptance and, for a Regular member, notify Chicagoland-Wisconsin ERA of the new member.

(B) Any Regular Member in good standing in the National Association and the Chapter servicing its area, upon signifying its desire to join Chicagoland-Wisconsin ERA (in whose area it has a branch office) and upon rendering payment of the regular dues to Chicagoland-Wisconsin ERA, shall be accepted into Membership as a “Branch Member” by Chicagoland-Wisconsin ERA and shall be entitled to the same rights and privileges as are extended to the other Member firms of Chicagoland-Wisconsin ERA.

(C) Any Member of the Chicagoland-Wisconsin ERA Board of Directors may propose a candidate for admission as an “Honorary Member” and/or “Life Member” and he shall submit with such proposal an outline of the qualifications of such person. These qualifications shall be considered by the

Chicagoland-Wisconsin ERA Board of Directors at a regular or special meeting and the notice shall specifically indicate that such Membership will be considered.

#### **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 the National Association and Chicagoland-Wisconsin ERA have been paid in full and it continues to meet the Membership criteria from time to time set forth in the National Association's Bylaws and Chapter Bylaws. Life and Honorary Membership shall be for life.

#### **Section 6. Termination Of Membership**

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

(A) If the Member resigns.

(B) If after thirty (30) days following the mailing by Registered or Certified Mail of a statement, any monies due Chicagoland-Wisconsin ERA and/or the National Association remain unpaid.

#### **Section 7. Arbitration Procedure**

Any company or person aggrieved by the Association's action can request an arbitration hearing. The hearing shall be conducted in Chicago, Illinois in accordance with the rules of the American Arbitration Association then in effect, and the fees or expenses of the hearing shall be divided equally between the aggrieved party and the National Association, unless otherwise determined by the arbitrator. The determination of the arbitrator shall be final and binding on the National Association and the aggrieved party and not appealable to a court in any jurisdiction, except for enforcement.

### **ARTICLE III**

#### **Meeting of Members**

##### **Section 1. MEETING**

Meetings of members may be held at any time upon the call of the President, or upon the call of a majority of the members of the Association's Board of Directors, or pursuant to the demand in writing of members entitled to cast at least ten percent (10%) of the total number of votes eligible to be cast at such meeting. Notice of the date, time and place of such special meetings shall be given, personally or electronically, to all members entitled to vote at such meeting not more than forty (40) days or less than ten (10) days in advance of the date thereof. Such notice shall specify the purpose of the meeting and shall indicate the notice is being given by or at the direction of the person or persons calling the meeting.

##### **Section 2. MEETING BY CONFERENCE CALL**

Any action to be taken at a meeting of the Board of Directors may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons participating.

##### **Section 3. Quorum**

Ten percent (10%) of the number of Members in good standing and eligible to vote (pursuant to Section 4 of this Article III) at the time of the vote shall constitute a quorum authorized to transact business.

#### **Section 4. Voting**

Each Member firm shall designate in writing to the Chapter Office its official voting representative. A vote in the business and affairs of the Chicagoland-Wisconsin ERA shall be cast only by the official designated representative of that Member or by the proxy for that representative as provided herein. Each Regular and Branch Member in good standing as of the date of the meeting shall be entitled to cast one (1) vote on each matter or proposition submitted to vote. In any voting, a majority of the votes cast shall prevail unless otherwise specified.

### **ARTICLE IV**

#### **Chicagoland-Wisconsin ERA Board of Directors**

##### **Section 1. Number & Composition**

The Board of Directors shall consist of the Chapter's Officers, up to five (5) Directors and the Delegate to the Board of the National Association.

##### **Section 2. Qualifications**

No person shall be elected to the Board of Directors or be permitted to remain in that office unless he is an employee of a Member in good standing of the National Association and of Chicagoland-Wisconsin ERA. And provided further, that at no time shall there be more than two (2) representatives of one Member on the Board of Directors.

##### **Section 3. Term Of Office**

(A) The term of office of each Officer shall be two (2) years.

(B) The term of office of each Director shall be three (3) years, with the Directorships staggered so no more than two (2) seats are regularly elected each year. In 1993, there shall be two (2) three (3) year seats elected; two (2) two (2) year seats; and one (1) one (1) year seat.

(C) The terms of office of the National Delegate and Alternate Delegate shall be three (3) years.

##### **Sections 4. Election**

For the election of Officers, the President shall, at least three (3) months prior to the expiration of his current term of office, appoint a Nominating Committee. The Committee shall consist of the following five (5) Members:

(A) The current Chairman of the Board, who shall serve as the Chairman pro-tem at the initial meeting of the Committee; and

(B) Three (3) Regular or Branch Members designated by the President and approved by the current Board of Directors; and

(C) One (1) person who served on the last Nominating Committee preceding the establishment of the current Nominating Committee, and who was designated by the Members of the last Nominating Committee.

At the time of the first meeting of the Committee, the Committee shall elect a permanent Chairman from among its Membership. The Committee shall, by a majority vote, select a slate of proposed Officers and/or Directors for election at the next Annual Members Meeting and shall submit the slate to the Members at least thirty (30) days prior to the date of the election.

On alternate years, when only Directors and/or the National Delegate and the Alternate Delegate are to be elected, the Executive Committee will function as the nominating committee.

#### **Section 5. Powers & Duties**

The Chapter's Board of Directors may establish policy, adopt regulations and make rules and regulations for the conduct of the affairs of the Association. The Board may elect and prescribe the powers and duties of the officers and employees of the Association and fix compensation, if any. The Board of Directors may also fill vacancies of Officers and Delegates.

#### **Section 6. Vacancies**

Any vacancy occurring on the Chapter's Board of Directors shall be filled by the Board for the remainder of the vacant term.

### **ARTICLE V**

#### **Meetings of the Board of Directors**

##### **Section 1. Regular Meetings**

There shall be one or more regular meetings of the Board of Directors in each year. A written notice of each meeting shall be sent to each Member of the Board of Directors at least thirty (30) days prior to the date set for such meeting and the notice shall specify the purposes of the meeting. The date, time and place for regular meetings shall be fixed by the Chairman.

##### **Section 2. Annual Meetings**

An annual meeting of the Board of Directors shall be held for the purposes of receiving reports of officers and committees and for any other business which may arise. Written notice of the annual meetings shall be sent to outgoing and incoming Members of the Board of Directors at least thirty (30) days prior to the date set for such meeting, and the notice shall specify the purposes of the meeting. The date, time and place of the annual meeting shall be fixed by the Chairman.

##### **Section 3. Special Meetings**

Special meetings of the Board of Directors may be held at such time and place as may from time to time be designated by the Chairman of the Board, President or one-third (1/3) of the Chapter's Board of Directors. Written notice of such special meetings shall be sent to the Directors at least ten (10) days in advance of the date thereof, and the notice shall specify the purposes of the meeting.

##### **Section 4. Attendance**

Members of the Board of Directors are expected to attend all meetings of the Board of Directors in person.

## **Section 5. Quorum**

A majority of the Members of the Board of Directors present in person shall constitute a quorum authorized to transact business.

## **Section 6. Voting**

Each Member of the Board of Directors shall be entitled to one (1) vote on each matter or proposition submitted to vote, and except where otherwise provided herein, a majority vote cast by the Members of the Board of Directors present at the meeting shall prevail. There shall be no voting by proxy.

## **Section 7. Informal Actions By The Board**

Unless specifically prohibited by the Articles of Incorporation of these Bylaws, any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action that was taken, shall be signed by all of the Directors then in Office. Any consent signed by all of the Directors then in Office shall have the same effect as a unanimous vote of the Directors.

# **ARTICLE VI**

## **Officers - Duties - Eligibility**

### **Section 1. Composition**

The officers of the Association (the Executive Committee) shall consist of a Chairman of the Board, President, Vice President - Fiscal and Legal, Vice President - Education, Vice President - Membership, Delegate to the National Board and such other officers as may be prescribed from time to time by the Association's Board of Directors. All officers shall be elected by the Chapter's Members and shall serve without compensation. All officers shall have the duties and authority set forth in these Bylaws and as are usually incident to their respective offices, and such other authority and duties as may from time to time be assigned by the Board of Directors. The Board of Directors may remove any officer with or without cause by an affirmative vote of simple majority of the total Members of the Board.

### **Section 2. Eligibility**

To be eligible to serve as an officer, the candidate shall be an employee of a Regular or Branch Member in good standing.

### **Section 3. Chairman Of The Board**

The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors. He shall consult with the President in the designation of committees and with the Members of the Board of Directors in formulating policies and programs of the Association.

### **Section 4. President**

The President shall be the principal executive officer of the Association. He shall preside at all meetings of Members and the Executive Committee. He may sign, with the Vice President - Fiscal and Legal or with any other proper officer of the Association authorized by the Board of Directors, such contracts or other instruments which the Board of Directors has authorized to be executed,

except in such cases where the signing and execution thereof have been expressly delegated by the Board of Directors to some other officer.

#### **Section 5. Vice President - Fiscal & Legal**

The Vice President - Fiscal and Legal will be responsible for and perform the functions of the Treasurer and Secretary.

(A) Be responsible for the minutes of the meetings of Members and of the Board of Directors and the Executive Committee;

(B) See that all notices are given in accordance with the provisions of these Bylaws;

(C) Sign with the President such contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer;

(D) Receive and give receipts for monies which may be turned over to him and deposit all such monies in the name of the Chapter in such depositories as may be designated by the Board of Directors;

(E) Make disbursements from the Chapter's bank accounts by checks, signed by himself and, if indicated by the Board of Directors, counter-signed by the President or some other officer;

(F) Provide a financial statement for each Board of Directors meeting or any time at the request of the President; and

(G) Meet with the Executive Committee to develop an annual budget, to analyze its progress and to recommend alteration when necessary.

#### **Section 6. Vice President - Education**

The Vice President - Education will be responsible for supervising and coordinating the Association's educational activities and programs. He will consult with the President to develop new educational programs and activities.

#### **Section 7. Vice President - Membership**

The Vice President - Membership will be responsible for the development and coordination of programs to maintain and increase the Membership and Membership services. He will consult with the Officers and the Board of Directors to establish programs and activities.

#### **Section 8. National Delegate / Alternate Delegate**

The National Delegate shall serve as the Chapter's representative to the Board of Directors of the National Association. The Delegate (or Alternate) shall attend all National Board Meetings, at the Chapter's expense, representing the Members' best interests. The Delegate shall report back to the Chapter Members in a timely fashion, following each National Association's Board of Director's Meeting, using appropriate media or forum.

The Alternate Delegate will substitute for the National Delegate in the event of a vacancy in the office or the National Delegate's inability to fulfill his responsibilities.

#### **Section 9. Term Of Office**

Officers shall be elected every other year (with the exception of the National Delegate who shall serve a three year term), beginning with 1993, and shall serve from the dates of election for a two (2) year period or until their successors shall have been duly elected and qualified.

#### **Section 10. Vacancies**

When a vacancy occurs in the office of the Chairman of the Board, the Executive Committee shall recommend an individual to the Board of Directors to fill the unexpired term. If the candidate is approved by a majority vote of the Board of Directors, he shall then succeed to the office of the Chairman of the Board. If he is not approved by the Board of Directors, the Executive Committee shall continue to nominate additional candidates until a nominee is approved by a majority vote of the Directors. When a vacancy occurs in the office of the President, the Chairman shall assume the Presidency until the next Board of Directors meeting where the first order of business will be to select a President for the unexpired term. All other vacancies among the officers shall be filled by majority vote of the Board of Directors. All successor officers must meet the eligibility requirements of Section 2 of this Article VI and shall fill the unexpired terms of their predecessors in office. Voting among the Board of Directors for successor officers may be conducted electronically.

### **ARTICLE VII**

#### **Committees**

##### **Section 1. Executive Committee**

The Chairman of the Board, President, Vice Presidents - Fiscal and Legal, Education and Membership, along with the National Delegate, will constitute an Executive Committee which may act on behalf of the Association between meetings of the Board of Directors. They shall be empowered to do any and all such things which may otherwise be done by the Board of Directors except such things as would be directly contrary to any policies established by the Board of Directors.

##### **Section 2. Committees**

The President, in consultation with the Executive Committee, shall, from time to time, designate such committees and task forces as he may determine to be necessary or appropriate.

##### **Section 3. Duties of Committees**

Each committee designated by the President shall perform such duties as may from time to time be prescribed by the President or the Board of Directors. Committees shall be responsible to and make regular reports to the President and/or the Board of Directors.

### **ARTICLE VIII**

#### **Special Interest Groups**

##### **Section 1. Formation, Function & Purposes**

There shall be such Special Interest Groups as may from time to time be constituted by the Board of Directors. These Special Interest Groups may be formed whenever there is sufficient and identifiable Member concentration in a field of product or market interest. Each such group shall carry out the objectives and operating functions of the Chapter as they relate to the specific area of product or market interest with which the particular division is concerned, except that such activities may not be inconsistent with these Bylaws, nor with the policies established from time to time by the Board of Directors.



## **Section 2. Officers & Committees**

Each Special Interest Group shall elect a Chairperson and such other officers as its Members may determine are necessary to fulfill its objectives. The Chairperson shall designate such sections or committees as are necessary to carry out the objectives of the Group and appoint leadership of each section or committee.

## **Section 3. Operating Policies & Procedures**

Each Special Interest Group shall establish its own operating policies and procedures, provided they do not conflict with the Chapter's Bylaws and they are approved by the Board of Directors.

# **ARTICLE X**

## **Finance**

### **Section 1. Fixing and Changing Dues & Assessments**

Chapter dues and assessments may be determined and changed from time to time by action of the Board of Directors in accordance with the following procedures:

(A) Any recommendation of dues or assessments, or changes in dues or assessments, shall be referred to the Executive Committee for investigation and recommendation. The recommendation of the Executive Committee shall be submitted in writing to the Board of Directors at a regularly constituted meeting of the Board of Directors.

(B) After submission of a recommendation to the Board of Directors, the establishment or change in dues or assessments shall be determined by an affirmative vote of a majority of those then serving on the Board of Directors. The Board shall adopt appropriate resolutions fixing dues or assessments and the effective date and advise the entire Membership in writing within ten (10) days after the affirmative vote of the Board.

### **Section 2. Proration Of Dues & Assessments**

When an application for Membership is made during the course of the fiscal year, it shall be accompanied by a full annual payment of dues for the initial or first year of Membership in the Association (even though only a portion of the year remains). Upon issuance of dues invoices for the Member's second fiscal year, a proration based on the number of fiscal quarters included in the Member's initial first year of Membership will be determined to reduce the dues payment for the second year of Membership.

### **Section 3. Application Fee**

Such application fee as may be determined from time to time by the Board of Directors will be charged each firm applying for Membership. Such application fee shall be paid at the time the application for Membership is submitted to the Association in accordance with these Bylaws.

### **Section 4. NO Right In Association Funds**

It is intended that the Chapter not make any profit on its operation and that dues, initiation fees and assessments be fixed only at such figures as will enable it to carry out its programs and discharge its obligations provided however the Chapter may maintain a retention level in an amount as determined

by the Board of Directors. If for any reason the Association shall be dissolved or liquidated, none of its property or monies shall inure to the benefit of any Member, Director or officer, and all such property and monies 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 Board of Directors.

## **ARTICLE XI**

### **Amendments**

These Bylaws may be amended from time to time in accordance with the following procedures:

Any proposed change in Bylaws shall be referred to a Bylaws Committee for investigation and report. The Bylaws Committee shall make a written report to the Board of Directors at a regularly constituted meeting of the Board. If the Board, by an affirmative majority vote, decides to change the Bylaws, it shall adopt appropriate resolutions fixing the change in Bylaws, the effective date of such change, and the date for sending notice to the entire Membership advising them of the change and the effective date of the change. Notice to the Members must be made at least sixty (60) days in advance of the effective date of the change.

With the notice, each Member shall be furnished with a ballot and given an opportunity to vote either in person or by mail for or against the change. If a majority of the Membership voting on the question approves the change, the change in Bylaws shall become effective on the date prescribed in the resolution of the Board.

## **ARTICLE XII**

### **Bylaws Interpretation**

Provisions of these Bylaws take precedence in any procedural matter affecting the Association; otherwise, Roberts Rules of Order apply. Any question or controversy involving interpretation of these Bylaws shall be resolved by the Board of Directors, and its decision shall be final and binding.

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