



ELECTRONICS REPRESENTATIVES ASSOCIATION

AMENDED AND RESTATED BYLAWS

of the

ELECTRONICS REPRESENTATIVES ASSOCIATION

as of May 2014

ARTICLE I

Purpose

The purpose of the Electronics Representatives Association (the “National Association” or “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 professional growth of the members through educational programs and other activities aimed at the constant improvement of their marketing and management ability. The Association is incorporated as a not-for-profit corporation in the State of New York. The Association shall maintain in the State of Illinois its main operations location (the “National Office”), and may have other main operation location offices within or without the state.

ARTICLE II

Membership

Section 1. CLASSES OF MEMBERSHIP. There shall be seven (7) classes of members:

- (A) Regular Members
- (B) Chapter-Only Members
- (C) National-Only Members
- (D) Members At Large
- (E) International Members
- (F) Honorary Members
- (G) Life Members
- (H) Manufacturer Members
- (I) 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 outsourced field sales representative for principals who manufacture electronic components, equipment and/or basic material specifically

processed for incorporation into electronic equipment or components, whose principal place of business is located in an area serviced by a chapter of the Association.

(B) Chapter-Only Members shall be those representative firms that, as of the approval date of these revised bylaws, were members in good standing of their respective chapters. They shall be allowed to remain chapter-only members contingent upon payment of annual dues to their chapters. However, they shall not be entitled to services and other benefits of Regular Membership beyond those offered by their chapters. Chapter-Only Membership shall not be available to any representative firms joining ERA after the approval date of these bylaws.

(C) National-Only Members shall be those representative firms that, as of the approval date of these revised bylaws, were members in good standing of only the National Association even though their principal places of business are in areas served by a chapter of the Association. National-Only Membership shall not be available to any representative firms joining ERA after the approval date of these bylaws.

(D) Members At Large shall be those business firms (proprietorship, partnership or corporation) which meet the eligibility requirements outlined in Paragraph (A), except that their principal offices are located outside the areas serviced by a Chapter of the Association.

(E) International Members shall be those business firms (proprietorship, partnership or corporation) which meet the eligibility requirements outlined in Paragraph (A), except that their principal offices are located outside of North America.

(F) Honorary Members shall be those individuals not affiliated with Regular Members, Members At Large or International 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.

(G) 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 (Regular, At Large or International) 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.

(H) Manufacturer Members shall be those businesses that manufacture or have manufactured for them electronic components, equipment and/or supplies.

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

(J) Members as referred to in the following Articles and Sections of these Bylaws shall NOT include Honorary, Life, or Manufacturer or Distributor Members unless so stated.

Section 3. APPLICATION FOR MEMBERSHIP

(A) Applications as a “Regular Member” must be submitted in writing to the National Office. Any applications submitted to a Chapter shall be immediately forwarded to the National Office.

Upon receipt of an application for Regular membership, the National Office shall immediately acknowledge receipt of the application and indicate that the application is being processed and reviewed for purposes of verification. The National Office will verify the accuracy of the information on the application within five (5) business days of receipt.

Each application shall be accompanied by payment of such fees or dues as may from time to time be determined pursuant to the Bylaws and the appropriate Chapter Bylaws. The application for membership shall be an application for membership in the Association and the Chapter.

(B) No applications for chapter-only membership or national-only memberships shall be accepted after the approval date of these revised bylaws.

(C) Applications as a “Member At Large” must be submitted in writing to the National Office and accompanied by payment of such fees or dues as may from time to time be prescribed pursuant to these Bylaws.

(D) Applications as an “International Member” must be submitted in writing to the National Office and accompanied by payment of such fees or dues as may from time to time be prescribed pursuant to these Bylaws.

(E) “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 the chapter servicing the prospective Life Member’s area, or if no Chapter services the area, by a letter from any member to the Board of Directors. Applications for Honorary Membership must be made in writing to the Board of Directors by a Board member and shall include an outline of the nominee’s qualifications.

(F) Applications as a Manufacturer Member must be submitted in writing to the National Office and accompanied by payment of such fees or dues as may from time to time be prescribed pursuant to these Bylaws.

(G) Applications as a Distributor Member must be submitted in writing to the National Office and accompanied by payment of such fees or dues as may from time to time be prescribed to these Bylaws.

Section 4. ADMISSION TO MEMBERSHIP

(A) Upon receipt of a completed application and appropriate payment of one year’s dues, (for Regular, At-Large, International, Manufacturer or Distributor membership), levels to be determined from time to time by the Board of Directors, 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 these Bylaws and, upon verification, notify the applicant of acceptance and, for a Regular member, notify the appropriate chapter of the new member.

(B) The qualifications of new Life and Honorary Members shall be considered by the Board of Directors at a regular or special meeting, and the notice of that meeting shall specifically indicate that such membership will be considered. A nominee for Honorary or Life Membership shall be granted such status upon approval of the Association Board of Directors, and new Honorary or Life Members shall be notified of that approval promptly and no later than 30 days after the Board vote.

Section 5. TERM OF MEMBERSHIP

Upon admission to membership, the applicant shall be a member from the date of admission. 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 Association and the local Chapter (for Regular Members) have been paid in full and it continues to meet the membership criteria from time to time set forth in these Bylaws and/or Chapter Bylaws. Life and Honorary Membership shall be for life.

Section 6. TERMINATION OF MEMBERSHIP

Membership shall terminate and the member shall not be entitled to a rebate of dues previously paid in any of the following events:

- (A) If the member resigns.
- (B) If, after ten (10) days following final notice of any monies due the Association and/or local Chapter (for Regular Members), remain unpaid.

Section 7. BRANCH MEMBERSHIP

Any Regular Member or Member at Large in good standing in the Association and the Chapter servicing its area. (for Regular Members), upon signifying its desire to join another Chapter in whose area it has a branch office and upon payment of the regular dues to that Chapter, shall be accepted into membership by that Chapter and shall be entitled to the same Chapter rights and privileges as are extended to the other member firms of that Chapter.

Section 8. ARBITRATION PROCEDURE

Any company or person aggrieved by the Association's action can request an arbitration hearing. The hearing shall be conducted 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 Association, unless otherwise determined by the arbitrator. The determination of the arbitrator shall be final and binding on the Association and the aggrieved party and not appealable to a court in any jurisdiction.

Each Chapter shall have similar arbitration clauses in their By-Laws.

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 so participating.

Section 3. QUORUM

Five percent (5%) of the number of members in good standing and eligible to vote (pursuant to Section 3 of this Article III) at the time of the vote shall constitute a quorum authorized to transact business.

Section 4. VOTING

Each Regular Member, International Member and Member At Large who is a member of the National Association 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 at a meeting at which a quorum is present, a majority of the votes cast shall prevail unless otherwise specified herein.

ARTICLE IV

Board of Directors

Section 1. NUMBER AND COMPOSITION

The Board of Directors shall be comprised of the directors from each Chapter and the officers of the Association. The Executive Vice President shall serve as an ex-officio member of the Board without a vote.

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 Association.

Section 3. ELECTION AND TERM OF OFFICE

(A) Each Chapter shall, by a majority vote of its members in good standing, elect one Director (known as its Delegate) and, at the Chapter's discretion, an Alternate Director (Alternate Delegate) to the Board of Directors of the Association.

(B) The Chapter Bylaws may include provisions for election and removal of its Director and Alternate Director and the method of filling vacancies, provided that such provisions are consistent with these Bylaws. It is the duty and responsibility of each Chapter to pay its Delegate's expenses to the Board of Directors meetings.

(C) The term of office of each Director shall be three (3) years, provided, however, that the duration of the first term of a Director from a new Chapter shall be determined by the Board of Directors at the time the Director is seated.

Section 4. POWERS AND DUTIES

The Board of Directors may establish policy, adopt regulations and make rules and regulations for the conduct of the affairs of the Association. The Directors may elect and prescribe the powers and duties of the officers and employees of the Association.

Section 5. VACANCIES

Any vacancy occurring on the Board of Directors shall be filled by the appropriate Chapter.

ARTICLE V

Meetings of the Board of Directors

Section 1. ANNUAL MEETINGS

An annual meeting of the Board of Directors shall be held for the purpose of electing officers, receiving reports of officers and committees, and for any other business which may arise. A written notice of each meeting shall be communicated electronically or by mail to each member of the Board of Directors at least ten (10) 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 President.

Section 2. 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 Association'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 3. ATTENDANCE

Members of the Board of Directors are expected to attend all meetings of the Board of Directors in person or to send an Alternate. Any member of the Board of Directors or Alternate may participate in a meeting of the Board by means of a conference call or similar communication. Participation by such means shall constitute presence in person at such meeting.

Section 4. QUORUM

A majority of the members of the Board of Directors shall constitute a quorum authorized to transact business.

Section 5. VOTING

Each member of the Board of Directors (or an Alternate Director) shall be entitled to one (1) vote on each matter or proposition submitted to vote, and, except where otherwise provided herein, a majority vote shall prevail. There shall be no voting by proxy.

ARTICLE VI

Officers - Duties - Eligibility

Section 1. COMPOSITION

The officers of the Association shall consist of a Chairman of the Board, President, Senior Vice President - Fiscal and Legal, Senior Vice President - Education, Senior Vice President - Membership, Senior Vice President – Industry, Executive Vice President, 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 Association’s Board of Directors and, with the exception of the Executive Vice President, shall serve without compensation. All officers shall have their duties and authority set forth in these Bylaws and shall have such other authority and duties as may from time to time be assigned by the Board of Directors.

Section 2. ELIGIBILITY

To be eligible to serve as an officer (with the exception of the Executive Vice President), the candidate shall be a member in good standing of the Association.

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 other members of the Board in the designation of committees and 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 Senior 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 executed, in the ordinary course of the business of the Association, 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. SENIOR VICE PRESIDENT - FISCAL AND LEGAL

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

(A) 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.

(B) Make disbursements from the Association's bank accounts by checks, signed by himself/herself and, if indicated by the Board of Directors, counter-signed by the President or some other officer.

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

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

(E) Consult with the Association's legal counsel on legal matters affecting the Association and shall review proposed Federal, State and Local legislation relating to or affecting sales representatives.

The Senior Vice President - Fiscal and Legal shall be bonded for an amount designated by the Board of Directors.

Section 6. SENIOR VICE PRESIDENT - EDUCATION

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

Section 7. SENIOR VICE PRESIDENT - MEMBERSHIP

The Senior Vice President - Membership will be responsible for the development and coordination of programs to maintain and increase the Association's membership and membership services. He shall consult with the President—and the Marketing Group Vice Presidents to establish membership programs and activities.

Section 8. SENIOR VICE PRESIDENT – INDUSTRY

The duties of the Senior Vice President - Industry shall be to coordinate the activities of the Association's Chapters and Special Interest Groups as designated by the Executive Committee and the Board of Directors.

Section 9. TERM OF OFFICE

Officers shall be elected, in odd numbered years, at the annual meeting of the Board of Directors, 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 nominee is approved by a majority vote of the Directors. When a vacancy occurs in the office of the President, the Chairman of the Board shall temporarily 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.

Section 11. REMOVAL FROM OFFICE

Any officer elected or appointed by the Board of Directors may be removed by an affirmative vote of at least two-thirds of the total members of the Board of Directors, with or without cause, whenever in its judgment, the best interests of the Association shall be served.

ARTICLE VII

Committees

Section 1. EXECUTIVE COMMITTEE

The Chairman of the Board, President, Senior Vice Presidents - Fiscal and Legal, Education, Membership, Industry, Manufacturer and Distributor and along with the Executive Vice President Ex-Officio, shall 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.

Section 2. NOMINATING COMMITTEE

The President shall, at least six (6) months prior to the expiration of the Senior Officers regular 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;

(B) Three (3) members of the current Board of Directors designated by the President and approved by the current Board of Directors;

(C) One (1) member of the Board who served on the last Nominating Committee preceding the establishment of the current Nominating Committee, and who was designated by the members of the previous Committee.

An Alternate for the member designated by the previous Nominating Committee shall also be designated by that Committee, such person to have the right to attend meetings of the Committee but no right to vote except in the absence of the person for whom he has been designated as an Alternate.

At the time of the first meeting of the Nominating Committee (with respect to each election for which the Nominating Committee serves), the Committee shall elect a permanent Chairman from among its membership. The Committee shall, by a majority vote, select a slate of proposed officers for election at the next Board of Directors meeting and shall submit the slate of officers to the National Office in sufficient time to be communicated to all members of the Board of Directors at least thirty (30) days prior to the date of the election.

Section 3. SPECIAL COMMITTEES

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

Section 4. 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 consistent with the policies and purposes of the Committee as outlined from time to time in the Association's Policy Manual. Committees shall be responsible to and make regular reports to the President and/or the Board of Directors.

ARTICLE VIII

Chapters

Section 1. FORMATION

Chapters shall be those existing on the date of adoption of these Bylaws and such others as may be constituted from time to time by the Board of Directors as hereinafter provided. Any group of sales representative firms, comprised of either members or prospective members, who meet the eligibility requirements of Article II hereof, may petition the Board of Directors for recognition as a chapter. The

Board of Directors shall accept and approve their petition if satisfied that the representations contained therein are consistent with the Bylaws and purposes of the Association, and the creation of the new Chapter would in no way interfere with the organization or function of any existing Chapter. To approve the creation of a new Chapter, an affirmative vote must be cast by a majority of the members of the Board of Directors attending an official meeting at which such petition is considered.

Section 2. FUNCTIONS

Each Chapter shall perform such functions and participate in such programs and activities as will benefit its membership, the Association, and the electronics industry in general. No Chapter may originate any printed material employing the insignia or the name of the Association which is in any way inconsistent with the provisions of these Bylaws or purposes or policies of the Association. The undertakings, Bylaws, policies, programs and activities of each Chapter must be consistent with the Association's Bylaws and the policies, objectives, programs and activities prescribed from time to time by the Board of Directors.

Section 3. BYLAWS

Each Chapter shall promptly adopt and maintain Bylaws which are consistent with and create no greater restrictions on membership, other than geographical, than the Bylaws of the Association. In its Bylaws, the Chapter may prescribe Chapter dues as fixed from time to time by its membership and any additional dues and fees consistent with Article X. A copy of the Bylaws of each Chapter and a copy of each and every amendment thereto shall be promptly filed by the Secretary of the Chapter with the National Office of the Association.

Section 4. REVOCATION OF CHAPTER RECOGNITION

If at any time the Bylaws, policies, programs or activities of a Chapter are inconsistent with the Association's Bylaws or the objectives, policies, programs and activities prescribed from time to time by the Board of Directors, the recognition of such Chapter may be revoked by a majority vote of the Board of Directors. In the event of any such action, all members of the Chapter shall automatically become Members At Large of the Association.

ARTICLE IX

Special Interest Groups

Section 1. FORMATION, FUNCTION AND PURPOSES

There shall be such Special Interest Groups as may from time to time be constituted by the Board of Directors or Executive Committee. 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 Special Interest Group shall carry out the objectives and operating functions of the Association as they relate to the specific area of product or market interest with which the particular special interest group 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. Any member may participate in a Special Interest Group. The Senior Vice President – Industry shall be the direct liaison between the Special Interest Groups and the Executive Committee.

Section 2. ELECTION AND TERM OF SPECIAL INTEREST GROUP CHAIRMEN

The members of each Special Interest Group shall elect a Chairman who shall serve a term of three (3) years. The Chairman shall designate such committees as he feels are necessary to carry out the objectives of the Special interest Group. The Chairman and President of the manufacturer and distributor special interest groups shall become members of the Executive Committee.

Section 3. OPERATING POLICIES & PROCEDURES FOR SPECIAL INTEREST GROUPS

Each Special interest Group shall establish its own operating policies and procedures, provided they do not conflict with the Association's Bylaws, objectives, policies or programs.

Section 4. CHAPTER COMMITTEES OR SPECIAL INTEREST GROUPS

Chapters shall have the right to establish special interest groups, and the special interest groups should actively participate in the affairs of their Special Interest Group counterpart.

ARTICLE X

Finance

Section 1. FIXING AND CHANGING DUES AND ASSESSMENTS

National Association 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 Association 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 by the Executive Committee to the Board of Directors, the establishment or change in Association dues or assessments shall be determined by an affirmative vote of a majority of the total number of Directors then serving on the Board of Directors. The Directors shall adopt appropriate resolutions fixing dues or assessments and the effective date thereof.

Section 2. PRORATION OF DUES AND 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 used 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 National Office in accordance with these Bylaws.

Section 4. NO RIGHT IN ASSOCIATION FUNDS

It is intended that the Association 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. 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 then in office.

ARTICLE XI

Amendments

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

Any change in the Bylaws may be proposed by any member in good standing. A proposed change in Bylaws shall include a proposed effective date and shall be referred to the Executive Committee for investigation and report. If a change is proposed by one or more members of the Board, the Executive Committee shall report to the Board of Directors at its next regularly constituted meeting with its recommendations for acceptance or rejection of the proposed change. If the change is proposed by one or more members, the Executive Committee shall report to the members directly and in a timely manner with its recommendation for acceptance or rejection of the proposed change. For changes proposed by Board of Directors members, if the Board, by a majority, approves a proposed change in 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 of the change. Notice to the membership of Board approval of the proposed change, or notice of the change proposed by one or more members, accompanied by the written report of the Executive Committee, must be sent at least thirty (30) days in advance of the proposed effective date of the change. With the notice, each member shall be furnished with a ballot and given an opportunity to vote for or against the change. If a majority of the regular 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

Indemnification

The Association shall provide indemnification to the full extent permitted by applicable law, it being the policy of this Association to safeguard its directors, officers, management, employees and agents from expense and liability for actions they have taken in good faith in furtherance of the interests of the Association and its members.

ARTICLE XIII

Bylaws Interpretation

Provisions of these Bylaws take precedence in procedural matters affecting the Association; otherwise, Robert's Rules of Order shall 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.



Electronics Representatives Association
URL: www.era.org • Email: info@era.org