Article I - Name

The name of the corporation is International Hard Anodizing, a Michigan non-profit corporation (the "Association").

Article II - Offices

The Association shall have and continuously maintain a registered office in the Stage of Michigan and a registered agent whose office is identical with such registered office, and may have such other offices within or without the state of Michigan as the Board of Directors may from time to time determine.

Article III - Purposes of Association

This corporation is organized and shall be operated exclusively to promote the common interest of its members who are firms engaged in the production of hard anodized finished on aluminum components and products, (or who are suppliers of plant, equipment and products used in the hard anodizing of aluminum products and components), all as contemplated and permitted by Section 50l (C) (6) of the Internal Revenue Code of 1986. Within the framework and limitations of the foregoing, this corporation shall be operated exclusively to engage in, advance, support, and promote the common interest of its members and the progress and growth of the hard anodizing industry. The corporation shall implement its purposed by educational programs and shall collect and disseminate pertinent information to its members. The association may act in its own behalf, or as the agent, trustee, or representative of others, to the extent consistent with the foregoing purposes.

Article IV - Members

4.01 membership There shall be four classes of membership as follows: **Firm Members.** Firms engaged in hard anodizing of aluminum components and products. Membership shall be granted upon application and approval by the Board of Directors to all qualified persons, partnerships, and corporations, and their affiliated operations, engaged in the business of the hard anodizing of aluminum components and products. **Associate Members.** Firms who manufacture of supply plant, equipment and products used in the production of hard anodized

components or products. Membership shall be granted upon application and approval by the Board of Directors to all qualified persons, partnerships, and corporations, and their affiliated operations engaged in the manufacture of supply of plant, equipment, and products used in the business of the hard anodizing of aluminum components and products. **Emeritus Members.** Individuals who have had distinguish service with the IHAA and are no longer affiliated with a member or associate firm. Membership shall be granted upon the recommendation of a member firm and approved by a two-thirds (2/3) approval vote by the Board of Directors. **Research or University Members.** University or Research Centers engaged in the use or develop of hard anodizing. Universities or Research Centers in direct competition with Firm Members will not be eligible for the class of membership. Membership shall be granted upon application and approval by the Board of Directors. 4.02 voting

1. 1. Each Firm and Research or University Member shall be entitled to one vote with respect to any matter coming before the membership for action.
2. 2. Associate Members and Emeritus Members shall not be entitled to vote.

4.03 REPRESENTATION Each Firm Member shall designate a person to act as its voting representative in the Association. Members may from time to time designate in writing alternate or additional representatives to take part in discussions and meetings of the Association. In no event shall any Firm Member be entitled to more than one vote. 4.04 RESIGNATION Members may resign from the Association by giving written notice to the President. Resignations shall take effect on the last day of the calendar year in which it is delivered to the Association. Any Member resigning from the Association shall continue to be responsible for all dues and charges until the end of the calendar year during which it resigns. 4.05 TERMINATION OF MEMBERSHIP 1. For Cause. Membership in the Association may be terminated for cause. Sufficient cause for such termination of membership shall be cessation of eligibility as an industry member, a violation of the By-Laws or any rule or practice of the Association adopted from time to time by the Board of Directors, or conduct which may bring discredit upon the Association. Any termination for cause shall be approved by two-thirds (2/3) vote of the entire membership (not of a quorum) of the Board of Directors; provided, that a statement of the charges shall have been mailed to the challenged Member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the Member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Board of Directors. 2. For Non-payment of Dues. The membership of any Member who shall default in the payment of any Member who shall default in the payment of any dues or charges for a period in excess of sixty (60) days shall be terminated automatically effective on the sixty-first (61st) day of such delinquency. 3. The membership of an Emeritus Member shall be terminated in the event that he/she again becomes eligible for membership of a different category.

Article V - Dues & Assessments

The initial and annual dues for all Members of the Association, the time for paying such dues, and other assessments, if any, shall be determined from time to time by the Board of Directors. 5.01 EMERITUS MEMBERS WILL NOT BE REQUIRED TO PAY DUEA OF ASSESSMENTS

Article VI - Meeting of Members

6.01 BI-ANNUAL MEETINGS The Bi-Annual Meeting of the Members to elect Directors and conduct other business shall be held at such time and place as may be determined by the Board of Directors.

6.02 SPECIAL MEETINGS Special meetings of the Members may be called by the Chairman of the Board of Directors, the President, or by any group of members representing over fifty percent (50%) of the Firm Members in good standing. 6.03 NOTICE OF MEETINGS Notice of the day, time and place of any bi-annual or special meeting shall be sent to each member entitled to vote at such meeting, not less than ten (10) nor more than forty (40) days before the date of the meeting. 6.04 QUORUM OF MEMBERS A majority of the Members entitled to vote, either in person or by proxy, shall constitute a quorum at any meeting of the Members. 6.05 LIMITATION OF DISCUSSION Any Member may speak on any subject brought before the meeting for consideration. At the discretion of the Presiding Officer, debate or discussion may be limited as to time. 6.06 PRESIDING OFFICER The President of the Association shall be the Presiding Officer at any meeting of the Members.

Article VII - Board of Directors

7.01 GENERAL POWERS The Board of Directors shall manage, supervise, control and direct the affairs of the Association, shall determine its policies, and shall have authority for the disbursement of its funds. The Board of Directors may adopt such roles and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary. 7.02 NUMBER, TENURE & QUALIFICATIONS The Board of Directors shall consist of a minimum of eight (8) members as follows: (a) A minimum of six (6) Directors shall be representatives of Firm Members or Research or University Members and shall be elected for a four (4) year term. (b) A minimum of one (1) Director shall be the representative of an Associate Member and shall be elected for a four (4) year term.

(c) Retiring members of the Board of Directors may seek re-election. (d) No Firm Member shall have more than one (1) representative on the Board of Directors 7.03 ELECTION Directors shall be elected by voting members at the Bi-Annual Meeting of the Members for their designated term or until their successors are duly elected and qualified. 7.04 NOTICE OF SPECIAL MEETINGS Notice of any special meeting of the Board shall state the time, date and place of the meeting and shall be sent to each Director at least seven (7) days prior to the date of such meeting. 7.05 COMPENSATION Directors shall not receive any compensation for their services but may receive reimbursement of expenses incurred in the performance of their duties.

7.06 ORGANIZATIONAL MEETING OF THE BOARD At the place of holding the Bi-Annual Meeting of the Members and immediately following the same, the Board of Directors as constituted upon final adjournment of such annual meeting shall convene for the purpose of electing officers and transacting any other business properly brought before it, provided that the organization meeting in any year may be held at a different time and place than that hereinbefore provided by consent of a majority of the Directors of such new Board. 7.07 QUORUM OF DIRECTORS A majority of the Directors shall constitute a quorum. 7.08 ATTENDANCE Any Officer or Director who absents himself from three (3) consecutive Directors' meetings without just cause, may be removed from office by a majority vote of the Board of Directors. 7.09 VACANCIES The remaining Directors whether of not they constitute a quorum, may fill any vacancy of the Board of Directors by appointment until the next Bi-Annual Meeting of the Members. 7.10 ACTION BY UNANIMOUS WRITTEN CONTENT If and when the Directors shall severally or collectively consent in writing to any action to be taken by the Corporation, either before or after the action is taken, such action shall be as valid corporate action as though it had been authorized at a meeting of the Directors and the written actions shall be filed with the minutes of the proceedings of the Board of Directors. 7.11 TELEPHONIC CONFERENCES A Director may participate in a meeting of Directors by a conference telephone or similar communication equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

Article VIII - Officers

8.01 ELECTION OR APPOINTMENT The Board of Directors shall elect a President, a Vice-President, an Executive Director-Secretary, and a Treasurer of the Corporation at each annual meeting, and may elect one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. The same person may hold any two or more offices, but no officer shall execute, acknowledge or verify any instrument in more than one capacity. The Directors may also appoint such other officers and agents as they may deem necessary for the transaction of the business of

the Corporation. 8.02 TERM OF OFFICE The term of office of all officers shall commence upon their election or appointment and shall continue until the next annual meeting of the Corporation and thereafter until their respective successors are chosen or until their resignation or removal. Any officer may be removed from office at any meeting of the Directors, with or without cause, by the affirmative vote of a majority of the Directors, whenever in their judgment the best interests of the Corporation will be served thereby. An officer may resign by written notice to the Corporation. The resignation shall be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation. The Directors shall have power to fill any vacancies in any offices occurring from whatever reason. 8.03 THE PRESIDENT The President shall be a member of the Board of Directors and shall be the chief executive officer of the Corporation and shall have general and active management of the activities of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. He/She shall execute all authorized conveyances, contracts, or other obligations in the name of the Corporation except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Directors to some other officer or agent of the Corporation. He/She shall preside at all meetings of the Directors. In his absence, the Directors present thereat shall designate another presiding officer. 8.04 VICE PRESIDENTS The Vice Presidents in the order designated by the Board of Directors or, lacking such a designation, by the President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe. 8.05 EXECUTIVE DIRECTOR-SECRETARY The Executive Director-Secretary shall be elected and employed by the Board of Directors. He/She shall be responsible to the Board of Directors. He/She shall have the authority to execute contracts as approved by the Board of Directors on behalf of the Association. The Executive Director shall carry out the duties of Secretary of the Association and such other duties as may be specified by the Board of Directors. Subject to the approval of the Board he/she may employ or terminate the employment of such staff as may be required to carry out the work of the Association. The Executive Director-Secretary shall attend all meetings of the Board of Directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He/She shall give, or cause to be given, notice of all meetings of the Directors for which notice may be required, and shall perform such other duties as may be prescribed by the Directors of by the President, under whose supervision he/she shall act. He/She shall execute with the President all authorized conveyances, contracts or other obligations in the name of the Corporation except as otherwise directed by the Directors. 8.06 THE TREASURER The Treasurer shall have custody of the funds and securities of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Directors. He/She shall disburse the funds of the Corporation as may be ordered by the Directors, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Directors, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation. If required by the Directors, he/she shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Directors for the faithful performance of the duties of his office and for the restoration to the corporation (in case of his death, resignation, or removal from office) of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation. 8.07 ASSISTANT SECRETARIES AND ASSISTANT TREASURERS The Assistant Secretaries and the Assistant Treasurers, respectively (in the order designated by the Directors or, lacking such designation, by the President), in the absence of the Secretary or Treasurer, as the case may be, shall perform the duties and exercise the

powers of such Secretary or Treasurer and shall perform such other duties as the Directors shall prescribe.

Article IX - Committees

9.01 COMMITTEES Committees may be established by a resolution adopted by the Board of Directors. Except as otherwise provided in such resolution, members of such committees shall be members of the Association and the President of the Association shall appoint the members of such committees. Any member thereof may be removed by the President whenever in his judgment the best interests of the Association shall be served by such removal. 9.02 TERM OF OFFICE Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his successor is appointed. 9.03 chairman One (1) member of each committee shall be appointed Chairman by the President 9.04 Vacancies Vacancies in the membership of any committee may be filled by appointments made by the President. 9.05 QUORUM Unless otherwise provided in the resolution of the Board of Directors designating a Committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee. 9.06 rules Each committee may adopt such rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

Article X - Books & Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors, and Committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving names and addresses of the Members entitled to vote. All books and records of the Association may be inspected by any Member, or his agent or attorney, for any proper purpose upon reasonable notice.

Article XI - Indemnification of Directors & Officers

The Corporation shall indemnify any and all persons who may serve as Officers or Directors against any and all expenses including attorneys fees in connection with his defense in a judicial or administrative proceeding involving Chapter 42 of the Internal Revenue Code or Michigan laws relating to the mismanagement of funds of non-profit organizations to the extent that such expenses are reasonably incurred in

connection with such proceeding and provided that said Officer or Director is successful in such defense or such proceeding is terminated by settlement, and that he/she has not acted willfully but in good faith with reasonable cause to believe that his actions or failures to act were not in violation of said laws and were in the best interest of the Corporation. The payment of said expenses by the Corporation shall not include the payment of taxes, penalties, expenses of correction, or any other amounts for which said Officer or Director shall be held liable. Any indemnification here under shall be made only after a determination that indemnification of said Officer or Director is proper in the circumstances because he/she has met the standards of conduct set forth herein. Such be made by either a majority vote of a quorum of the Board of Directors consisting of those Directors who were not parties to such proceedings or, if such quorum is not obtainable, by written opinion of independent legal counsel selected by those Directors not parties to such proceedings.

Article XII - Fiscal Year; Notices

45 Article XII - Fiscal Year; Notices 12.01 FISCAL YEAR The fiscal year of the Corporation shall consist of two (2) calendar years beginning on the 1st day of January of even years and shall end on the 31st day of December on the following odd year. 12.02 NOTICES Any notice required by statute or by these By-Laws to be given to the Directors or to any officer of the Corporation, unless otherwise provided herein or in any statute, shall be sufficient if given by depositing the same in a United States post office box or receptacle in a sealed, postpaid wrapper, addressed to such Director or officer at his last address as the same appears on the records of the Corporation, and such notice shall be deemed to have been given at the time of such mailing. Article XIII - Dissolution Upon dissolution of this Association, and after payment of all indebtedness of the Association, any remaining funds, investments and other assets of the Association shall be distributed to organizations which are then qualified as exempt within the meaning of Section 501 (c) (3), or of Section 501 (c) (6) (if the purposes and objectives of the Section 501 (c) (6) organization are similar to the purposes and objectives of the Association) of the Internal Revenue code of 1986 or the corresponding provisions of then existing federal laws, as may be determined by vote of the then members of the Association. Article XIV - Amendments These By-Laws may be altered or repealed or new By-Laws may be adopted in lieu thereof by the affirmative vote of a majority of the Board of Directors then in office at any regular or special meeting of the Board, if a notice of the proposed alteration, repeal or substitution be contained in the notice of such meeting.