

**ELECTRONIC INDUSTRIES  
ASSOCIATION**



**Articles of Incorporation  
and  
By-Laws**



REVISION OF SEPTEMBER 12, 1963

**ELECTRONIC INDUSTRIES ASSOCIATION**

1721 De Sales Street, N. W.

WASHINGTON, D. C. 20036

# Table of Contents

	Page
ARTICLES OF INCORPORATION .....	1
BY-LAW I—MEMBERSHIP	
Section 1. Eligibility .....	5
Section 2. Admission and Withdrawal .....	6
Section 3. Transfer .....	6
Section 4. Loss of Membership .....	7
Section 5. Reinstatement .....	7
BY-LAW II—DUES	
Section 1. Dues of Active Members and Associates .....	7
Section 2. Reports of Assessable Sales .....	8
Section 3. General Provisions .....	8
BY-LAW III—DIVISION ORGANIZATION	
Section 1. Classification of Members .....	9
Section 2. Division Executive Committees .....	9
BY-LAW IV—MEETINGS OF MEMBERS	
Section 1. Annual and Special Meetings .....	10
Section 2. Representation .....	10
Section 3. Quorum .....	11
Section 4. Voting .....	11
BY-LAW V—DIRECTORS	
Section 1. Number and Election .....	11
Section 2. Eligibility and Qualification .....	12
Section 3. Powers and Duties .....	12
BY-LAW VI—THE PRESIDENT .....	13
BY-LAW VII—THE TREASURER .....	14
BY-LAW VIII—SECRETARY .....	14
BY-LAW IX—BONDS .....	14
BY-LAW XI—DURATION .....	15
BY-LAW X—AMENDMENTS .....	15
APPENDIX A—BOARD RESOLUTION .....	16

# Articles of Incorporation of Electronic Industries Association

(As amended to date of this edition)

1. The name of the Corporation is: ELECTRONIC INDUSTRIES ASSOCIATION.

2. The purposes for which this corporation is formed are to conduct a trade association for its members engaged in or associated in the manufacture and sale or distribution of (a) radio, facsimile, television or other receiving sets, or (b) video, sound, facsimile or other radio or television transmitters, or (c) commercial radio or television receivers, radio or television direction finders, police and emergency radio or television equipment, studio and line amplifiers, antenna and other equipment used in connection with transmitters and broadcasting systems, or (d) radio or television transmitter and other radio tubes not normally employed in radio or television receivers, including all types of industrial and non-industrial tubes, or (e) radio or television receiving tubes of all types, or (f) radio or television electronic parts, radio or television cabinets, or radio or television accessories of all types, or (g) amplifiers or sound equipment, or (h) industrial or non-industrial electronic devices and equipment, or (i) military electronic devices and equipment, and in connection therewith to do each and everything necessary, lawful, suitable or proper at any time or place for the accomplishment of any one of the purposes herein enumerated and to exercise and possess all lawful powers, rights and privileges necessary or incidental to the purposes of the corporation or to the activities in which it is engaged, including the right to use and enforce contracts or assert any rights thereunder on behalf of its members acting through this corporation and including any rights, powers and privileges granted by the laws of the State of Illinois under the General Not For Profit Corporation Act of the State of Illinois, approved July 17, 1943, effective January 1, 1944, and as the same may be amended, repealed or modified by the General Assembly of such State.

3. The affairs of the corporation shall be managed by a Board of Directors. Directors need not be residents of the State of Illinois or members of the corporation. Other qualifications for Directors may be prescribed in the By-Laws of the corporation and the number thereof shall be not less than three and subject to such limitation, the number of Directors shall be fixed by the By-Laws and may be increased or decreased from time to time by amendment to the By-Laws and shall be elected or appointed in the manner and for the terms provided in the By-Laws and may be divided into classes and the terms of office of the several classes may not be uniform.

The By-Laws of the corporation, except as otherwise may be provided by Law, may contain such other provisions as are authorized and not prohibited by such General Not For Profit Corporation Act.

4. The following persons are hereby selected as the Directors to control and manage said corporation for the first year of its corporate existence, viz:

<u>Name</u>	<u>Address</u>	<u>City</u>	<u>State</u>
Herbert H. Frost	154 W. Lake Street	Chicago	Ill.
Frank Reichmann	7358 Yates Avenue	Chicago	Ill.
Fred Wellman	2500 Cottage Grove Ave.	Chicago	Ill.
W. H. Huth	925 Wrightwood Ave.	Chicago	Ill.
E. T. Flewelling	2975 Cottage Grove Ave.	Chicago	Ill.
Frederick W. Will	105 W. Monroe Street	Chicago	Ill.
A. J. Carter	209 South State Street	Chicago	Ill.

5. The location is in the City of Chicago in the County of Cook in the State of Illinois, and its designated registered office is 208 LaSalle Street, Chicago, Illinois, Cook County, and the name of its designated registered agent whose address is the same as that of its registered office is: CORPORATION TRUST COMPANY. (End of quotation from Articles of Incorporation)

#### *Historical Data*

##### *Relating to Incorporation*

The Association originally filed its Articles of Incorporation in the Office of the Secretary of State of the State of Illinois on the 16th day of April, 1924, under the name of "ASSOCIATED RADIO MANUFACTURERS" under "An Act Concerning Corporations", approved April 18, 1872, and all acts amendatory thereof, and on the 18th day of April, 1924, changed the name to "RADIO MANUFACTURERS ASSOCIATION", and by certificates filed February 25, 1933, and April 5, 1944, changed its address to a registered office at 208 South LaSalle Street, Chicago, and designated its Registered Agent at that address as CORPORATION TRUST COMPANY. An intermediate amendment was made but is no longer effective by reason of subsequent amendment of By-Laws and amendment to Articles of Incorporation.

On July 7, 1950, there was filed with the Secretary of State of Illinois, and on July 10, 1950, with the Register of Deeds of Cook County, Illinois, amendments which changed the name from "RADIO MANUFACTURERS ASSOCIATION" to "RADIO-TELEVISION MANUFACTURERS ASSOCIATION", and changed paragraphs 2 and 3 of the Articles of Incorporation to read as printed above.

On August 5, 1953, there was filed with the Secretary of State of Illinois and on August 6, 1953, with the Register of Deeds of Cook County, Illinois, an amendment which changed the name from "RADIO-TELEVISION MANUFACTURERS ASSOCIATION" to "RADIO-ELECTRONICS-TELEVISION MANUFACTURERS ASSOCIATION."

On July 29, 1957, there was filed with the Secretary of State of Illinois, and on August 5, 1957, with the Register of Deeds of Cook County, Illinois, amendments which changed the name from "RADIO-ELECTRONICS-TELEVISION MANUFACTURERS ASSOCIATION" to "ELECTRONIC INDUSTRIES ASSOCIATION."

### *Legal Data*

#### *As to Powers of the Association*

The Legislature of the State of Illinois enacted a "General Not For Profit Corporaion Act", approved July 17, 1943, and effective January 1, 1944, which applies to all "Not For Profit Corporations" theretofore organized, and greatly expanded the powers of a "Not For Profit Corporation".

The new Act defines a "Not For Profit Corporation" as a corporation no part of the income of which is distributable to its members, directors or officers; provided, however, that the payment of reasonable compensation for services rendered and the making of distributions upon dissolution or final liquidation, as permitted by this Act, shall not be deemed a distribution of income.

Under the Act the general powers of the Corporation, (subject to the right to amend by the legislature of the State of Illinois) as they now exist, are among others:

1. To sue and be sued, complain and defend in its corporate name.
2. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
3. To purchase, take, receive, lease as lessee, take by gift, devise or bequest, or otherwise acquire, and to own, hold, use and otherwise deal in and with any real or personal property, or any interest therein, situated in or out of the State of Illinois.
4. To sell, convey, mortgage, pledge, lease as lessor, or otherwise dispose of all or any part of its property and assets.
5. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use or employ shares or other interests in or obligations of domestic

or foreign corporation whether for profit or not for profit, associations, partnerships, or individuals; and to sell, mortgage, loan, pledge, or otherwise dispose of, such shares, interests or obligations.

6. To make contracts and incur liabilities which may be appropriate to enable it to accomplish any or all of its purposes; to borrow for its corporate purposes at such rates of interest as the corporation may determine; to issue its notes, bonds, or other obligations; and to secure any of its obligations by mortgage, pledge, or deed of trust of all or any of its property, franchises and income.

7. To invest its funds from time to time in any real or personal property; to lend money for its corporate purposes; and to take and hold real and personal property as security for the payment of funds so invested or loaned.

8. To conduct its affairs, carry on its operations, and have offices within and without the State of Illinois, and to exercise in any other state, territory, district or possession of the United States, or in any foreign country, the powers granted by the Act.

9. To elect or appoint officers and agents of the corporation, and to define their duties and fix their compensations.

10. To make and alter by-laws not inconsistent with its Article of Incorporation or with the laws of the State of Illinois, for the administration or the regulation of the affairs of the corporation.

11. To make donations in furtherance of any of its purposes and in time of war to make donations to the United States or to associations and organizations aiding the United States in war activities, and to lend money to the State or Federal Government for war purposes.

12. To cease its corporate activities and surrender its corporate franchise.

13. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

The membership of the Association at its Annual Meeting at Chicago, Illinois, on June 8, 1950, by appropriate action, repealed the Constitution as no longer necessary in view of the enactment of the "General Not For Profit Corporation Act" above mentioned and it is therefore omitted here.

The By-Laws of the Electronic Industries Association which follow are as amended on June 30, 1960, and are in accord with the new Act of the State of Illinois.

# By-Laws of Electronic Industries Association

## BY-LAW I — MEMBERSHIP

### SECTION 1. ELIGIBILITY.

Membership in the Association shall be limited to Active Members. However, Associates may be admitted within the discretion of the Board of Directors.

#### A. *Eligibility for Active Membership.*

(1) Any person, firm or corporation of the United States having a regularly established place of business and having a financial responsibility sufficient to carry on the business and engaged in the manufacture of an electronic product or component part thereof described in the product scope of any Division of the Association, whether or not the Association has an active product group with respect thereto, shall be eligible for Active membership in the Association.

(2) Divisions of corporations otherwise eligible for active membership shall not be eligible for membership, except that the Board of Directors may admit such divisions to active membership whenever it is deemed to be in the interest of the Association. A division so admitted shall be considered a corporation within the meaning of By-Law 1.A., (1), subject to such dues provisions as may be prescribed in the By-Laws. The Executive Committees of the Divisions of the Association shall make recommendations to the Board concerning the admission to membership of such corporate divisions. In reaching its decision, the Board shall consider, among other things, whether such division is, in effect, operated as an integrated unit engaged, as such unit, in the manufacture of an electronic product or component described in the product scope of any Division of the Association.

(3) Any person, firm or corporation of the United States having a regularly established place of business and having a financial responsibility sufficient to carry on the business and engaged in the performance of research, development or engineering activities closely connected with the production or use of electronic products or components parts thereof.

B. *Eligibility for Associate Classification.* Any person, firm or corporation of the United States having a regularly established place of business and

having a financial responsibility sufficient to carry on the business and engaged in functions which, although not falling within the qualifications for Active membership, are of a type concerning which the Association carries on activities, shall be eligible for Associate classification in the Association if the Board of Directors deems it in the interest of the Association.

*C. Interpretation and Application.* The Association Membership and Scope Committee shall be responsible for the interpretation and application of the By-Law provisions relating to eligibility for membership in the Association. This responsibility shall include making determinations of membership classification for each member or applicant. The Committee also shall coordinate the product scopes of the Divisions and represent the Association in dealing with other associations on questions of product scope. Upon request of any interested person, determinations of the Membership and Scope Committee may be referred to the Board of Directors for final decision. (See Appendix A).

## SECTION 2. ADMISSION AND WITHDRAWAL.

A. Application for admission to membership shall be made to the Secretary in writing on the prescribed form. The application shall contain such data as the Board of Directors may require.

B. Upon receipt of an application the Secretary shall refer it to the Chairman of the appropriate Division Membership and Scope Committee and the Chairman of the Association Membership and Scope Committee for action. Recommendations of these Committees shall be reported to the Board of Directors by the Secretary, and upon affirmative action at any meeting of the Board of Directors the applicant shall become a member of the Association.

C. Any member who desires to resign or withdraw may do so by giving notice in writing to the Secretary, provided it is accompanied by payment of all dues in full to the end of the Association's quarter in which such notice is given. Any member so resigning or withdrawing shall thereby forfeit all claim to any part of the assets of the Association and all rights and privileges of membership.

## SECTION 3. TRANSFER.

If a member becomes a part of any other firm or corporation by reorganization, consolidation, merger, amalgamation or sale of assets, and if such other firm or corporation is not then a member, the membership may be transferred to such other firm or corporation upon the approval of the Board of Directors, provided such other firm or corporation assumes the obligations of membership.



---

**SECTION 4. LOSS OF MEMBERSHIP.**

A. Any member who fails for a period of six (6) months to pay the dues incident to his membership shall be dropped from membership.

B. Any membership may be suspended or revoked by a two-thirds (2/3) vote of the entire membership of the Board of Directors, voting by secret ballot, when in the judgment of the Board a member

- (1) ceases to have the qualifications making it eligible for membership, or
- (2) has performed any act which constitutes a wilful violation of any of the provisions of the Articles of Incorporation or By-Laws, or which contravenes of the objectives of the Association, or reflects discredit on the industry;

provided, however, that no such vote shall be taken until such member shall have been notified, in writing by registered mail, of the charges preferred against it at least fifteen (15) days before such vote by the Board of Directors. This notice shall contain a statement of the time and place of the meeting of the Board of Directors at which the matter will be considered, and the member or its representative shall have the right to appear before the Board of Directors and be heard in answer to the charges before final action is taken.

C. When a membership is drafted or revoked, pursuant to this Section, all rights and privileges of membership, and all claims to any part of the assets of the Association, are thereby forfeited.

**SECTION 5. REINSTATEMENT.**

The Board of Directors may determine whether a member who has lost membership shall be reinstated. It may fix the terms of such reinstatement and may waive delinquency in whole or in part.

**BY-LAW II — DUES****SECTION 1. DUES OF ACTIVE MEMBERS AND ASSOCIATES.**

A. *Active Members.* The dues of Active Members shall be determined by the Board of Directors and shall consist of basic dues and Divisional dues. Basic dues shall not exceed .025% of assessable sales up to a maximum of \$300,000,000 per calendar or company fiscal year. Divisional dues shall be determined by each Division, subject to approval by the Board of Directors.

B. *Associates.* The dues of Associates shall be determined annually by the Board of Directors and may be on a basis different from "assessable sales".

**SECTION 2. REPORTS OF ASSESSABLE SALES.****A. Assessable Sales.**

(1) In the case of Active Members the term "assessable sales" as used in these by-laws shall mean a member's gross sales per calendar or company fiscal year of all products described in the product scope statements of the Divisions to which the member has been assigned. "Assessable sales" shall also include revenue from royalties pertaining to, or rental or leasing of, such products.

(2) In the case of a division of a corporation admitted to membership pursuant to By-Law 1.A., (2), of these By-Laws, such division shall pay dues in accordance with the provisions of this section for active members, and, in addition, shall pay dues on the assessable sales of products manufactured by non-member divisions of the corporation which are within the product scope of any Division to which such member division has been assigned.

**B. Reports.** Each Active Member shall report to the Association before the beginning of each fiscal year of the Association, the assessable sales of the member during the preceding calendar or company fiscal year. Each Active Member may allocate such assessable sales to the Divisions to which it has been assigned. If such an allocation is not made by the Active Member it shall be made by the Secretary, by means of his best estimate based on any data that may be available to him. Every member shall cooperate with the Secretary if he requests information for the purpose of verifying any sales report made by such member, obtaining the information required to be reported, or obtaining information to assist him in allocating the member's assessable sales to the Divisions.

**C. Sales of Subsidiaries.**

(1) Active Members of the Association having one or more subsidiaries for which separate memberships are not maintained shall include assessable sales of any such subsidiary in the report of the parent member company, exclusive of inter-company sales. If any such subsidiary is not wholly owned by the parent company or its subsidiaries, the percentage of assessable sales equal to the percentage of ownership held by others may be excluded.

(2) The requirements of the foregoing paragraph shall also apply to subsidiaries of parent companies which have had divisions or subsidiaries admitted to membership pursuant to By-Law 1.A., (2), of these By-Laws.

**SECTION 3. GENERAL PROVISIONS.**

**A. Time of Payment.** The dues fixed by the Board of Directors for a fiscal year of the Association shall be payable in advance, annually or in quarterly

installments, beginning at a date specified in statements sent to members by the Secretary, which date shall not be earlier than thirty (30) days after such dues shall have been fixed.

B. *Change During Year.* Subject to the limitations of this By-Law, the Board of Directors may, subsequent to fixing the dues for a fiscal year of the Association, increase or diminish the amount thereof during such fiscal year.

### BY-LAW III — DIVISION ORGANIZATION

#### SECTION 1. CLASSIFICATION OF MEMBERS.

A. The Secretary, with the advice and aid of the Association Membership and Scope Committee, shall classify and assign Active Members into seven Divisions: (1) Consumer Products Division; (2) Government Products Division; (3) Industrial Electronics Division; (4) Parts Division; (5) Tube Division; (6) Semiconductor Division; (7) Distributor Products Division. Each Active Member shall be assigned to each Division having a product scope describing a product manufactured by the member. Active Members, so assigned, shall be members of such Division. Members may be assigned by each Division Chairman into sections or groups of the Division.

B. Notwithstanding the foregoing provision, no division of a corporation admitted to membership pursuant to By-Law 1.A., (2), of these By-Laws shall be assigned to a Division which does not permit membership of such corporate divisions.

#### SECTION 2. DIVISION EXECUTIVE COMMITTEES.

A. Each Division at or about the time of the Annual Membership Meeting shall elect from the members of the Division a Division Executive Committee. Each Division shall determine the size of its Executive Committee.

B. All members of Division Executive Committees shall serve for a period of one (1) year except in the case of vacancies. Vacancies may be filled until the next Annual Meeting of Members of the Division by majority vote at a meeting or by mail of the Division Executive Committee.

C. Any executive of a firm or corporation which is a member of a Division, or any member person who is a member of the Division, shall be eligible to be a member of a Division Executive Committee.

D. Each Division Executive Committee shall function within the Articles of Incorporation and By-Laws, be subject to the control of the Board of Directors in its activities, and shall report to the Board of Directors any recommendations which it deems in the interest of the Association or of the Division.

E. Members of each Division Executive Committee shall meet at the call of the Chairman. A majority of a Division Executive Committee shall constitute a quorum.

F. Each Division at its annual meeting shall elect a Chairman of the Division and may also elect a Vice Chairman. The Chairman of the Division shall serve as Chairman of the Division Executive Committee and shall be ineligible to succeed himself more than once. The Chairman, subject to approval of the Executive Committee, may appoint committees and subcommittees and designate their chairman.

G. The Secretary, or a member of the staff appointed by him, shall act as the Secretary of each Division.

#### BY-LAW IV — MEETINGS OF MEMBERS

##### SECTION 1. ANNUAL AND SPECIAL MEETINGS.

A. The annual meeting of the members shall be held between the 1st day of March and the 1st day of July in each year, at such date, time and place as the Board of Directors may determine, notice of which shall be given to the members by the Secretary at least twenty (20) days before the meeting.

B. Special meetings of members may be called by the Board of Directors at any time upon at least twenty (20) days notice. Such meetings shall also be held if a request in writing containing a clear statement of the purpose of the meeting is filed with the Secretary by any six (6) members of the Board of Directors or any fifteen (15) Active Members of the Association. At the next meeting of the Board of Directors following receipt of such request by the Secretary, the Board shall fix the time and place of a special membership meeting to vote upon the matters set forth in such requests, which may be the time and place of the next annual meeting. The Secretary shall send written notice of such time and place and of the purposes thereof to each Active Member of the Association in good standing.

##### SECTION 2. REPRESENTATION.

A. Each firm or corporation elected to Active membership shall designate in writing and file with the Secretary the names of two persons stated by such member to be engaged in an executive capacity in its business, either of whom shall be entitled to represent such firm or corporation at the meetings of members of the Association and of Divisions. Changes of designations may be made filing them with the Secretary.

B. Any Active Member may vote by proxy provided such proxy is given to a designated representative of an Active Member or to the Secretary.

C. A member shall be bound by any action taken by its designated representative or by any person duly empowered and qualified to vote by proxy for such member.

#### SECTION 3. QUORUM.

At any annual or special membership meeting, one-third or more of the Active Members of at least three Divisions of the Association, when present by designated representatives, member persons or proxy, shall constitute a quorum. One-third of the Active Members of a Division present by designated representatives, member persons or proxy, shall constitute a quorum of the Division.

#### SECTION 4. VOTING.

A. Voting at membership meetings shall be by Divisions. A majority vote of the members of the Division, when a quorum is present, shall determine the vote of that Division. The vote shall be cast at the membership meeting by the Chairman of the Division or other person designated by the members of the Division. The Chairman of the Division, if a designated representative or holding a proxy, shall be entitled to vote as a member of the Division.

B. On all questions arising in membership meetings, the members of each Division as a unit shall be entitled to cast votes in accordance with the number of Directors the Division is entitled to nominate and elect as provided in the first sentence of By-Law V, Section 1, paragraph A. The votes so cast shall constitute the entire vote of the members at the meeting.

C. No associate shall be entitled to vote at any membership meeting of the Association or of any Division.

### BY-LAW V — DIRECTORS

#### SECTION 1. NUMBER AND ELECTION.

A. *Number.* The Board of Directors shall consist of fifty-three (53) persons, of whom twelve (12) shall be elected by the Consumer Products Division, twelve (12) by the Government Products Division, six (6) by the Industrial Electronics Division, twelve (12) by the Parts Division, four (4) by the Tube Division, four (4) by the Semiconductor Division, and three (3) by the Distributor Products Division. The Treasurer shall be a member of the Board ex officio if he is not elected by a Division. The Board of Directors shall consist of fifty-four (54) persons if one of them is a member ex officio.

B. *Election and Term.* At or about the time of the Annual Membership Meeting the members of each Division shall meet separately at a time and place designated by the Secretary, in the city where the Annual Meeting is held, of which notice in writing shall be given to each member of the Division by the Secretary at least 10 days prior thereto, and nominate and elect the number of Directors which the Division is entitled to elect. The term of office for each Director shall be one (1) year, except in the case of the filling of vacancies. Vacancies may be filled until the next Annual Membership Meeting by the Division Executive Committees concerned.

## SECTION 2. ELIGIBILITY AND QUALIFICATION.

A. Any senior executive of any Active Member in good standing, who is actively engaged in the management of the business of the member, shall be eligible for election and may qualify as a Director except that not more than one member of the Board shall be eligible or qualify from any single member of the Association to serve contemporaneously on the Board.

B. The senior executive of a member may be the Chairman of the Board of Directors, President, Vice President, Secretary or Treasurer of the member, or a person stated by the member to be engaged in an executive capacity in its business.

## SECTION 3. POWERS AND DUTIES.

A. *General.* The management of the property and affairs of the Association shall be vested in the Board of Directors, subject only to the By-Laws, the Articles of Incorporation and the laws under which the Association is incorporated.

### B. *Meetings.*

(1) The Board of Directors shall meet at least four (4) times a year in addition to the meeting at the time of the annual membership meeting. Meetings shall be held at such times and places as the Board of Directors or the President may from time to time designate, upon such notice as the Board of Directors may prescribe.

(2) At all meetings of the Board of Directors, the President, or in his absence a Chairman chosen by the Directors, shall preside. A majority of the Board of Directors shall constitute a quorum.

### C. *Officers.*

(1) The Board of Directors shall elect a President. It may elect an Executive Vice President and one or more Vice Presidents, a Treasurer, a

Secretary, and such other officers as it deems advisable, and may fill any vacancies in any such office.

(2) The powers, duties and compensation of every officer shall be subject to the control of the Board of Directors.

(3) In case of absence or inability of any officer to act, the Board of Directors may delegate the powers and duties of such officer to any other person.

(4) The officers of the Association shall hold office, except in case of removal from office or resignation, until their successors have been elected and have duly qualified. Any officer may be removed at any time with or without cause by the Board of Directors.

D. *Fiscal.* The Board of Directors shall cause an audit of the books to be made at least semi-annually, and shall provide rules and regulations for the authorization of expenditures and the approval of vouchers for the payment of money. Unless otherwise fixed by the Board of Directors, the fiscal year of the Association shall begin on August 1st and end on July 31st in the following year.

#### E. *Committees.*

(1) The Board of Directors may appoint such Committees from members of the Board of Directors or from members of the Association as it may deem advisable and confer on any such Committee such powers as it may deem proper to accomplish the purpose of the appointment. Unless otherwise ordered by the Board of Directors, and subject to the provisions of the By-Laws, all general and special committees, except Division Executive Committees, shall be appointed, and their scope, functions and activities prescribed, annually by the President. Division and committee chairmen may establish and appoint such committees and subcommittees or sections as are deemed necessary.

(2) Standing and special committees and the several Divisions shall confine their activities to other than engineering matters, and shall refer engineering matters to the Engineering Department. The Engineering Department shall confine its activities to engineering matters, and furnish assistance, information, and recommendations on such matters to the Divisions, the standing and special committees, the officers and the Board of Directors.

### BY-LAW VI — THE PRESIDENT

The President shall be the executive officer of the Association and as such have general supervision over its affairs, subject to the control of the Board of Directors. His duties and responsibilities shall be to administer the affairs of

the Association; to carry out the purposes of the Association by coordinating the efforts of, and cooperating with, the various Divisions and Committees; to represent the Association in relations with outside organizations and agencies; and to supervise the public relations and publicity relating to the affairs, policies and projects of the Association. He may assign any of these duties to the Executive Vice President or Secretary. He shall preside at all membership meetings except those held by Divisions, and at meetings of the Board of Directors. He shall perform such other duties as may be prescribed by the By-Laws or by the Board of Directors. The Chairman of the Division Executive Committees shall assist the President and keep him informed of their interest and activities.

#### BY-LAW VII — THE TREASURER

The Treasurer shall have general control, subject to any action by the Board of Directors or by the Association, of all the funds in the hands of the Association and of all receipts and expenditures made on behalf of the Association. At each meeting of the Board of Directors he shall present a report covering the receipts and expenditures since the last meeting and at each Annual Membership Meeting a report of the financial condition of the Association. He shall perform such other duties as may be prescribed by the By-Laws and by the Board of Directors.

#### BY-LAW VIII — SECRETARY

The Secretary shall keep all records of the Association and of the several Divisions, and attend to all internal matters that pertain to members of the Association under the supervision of the President and subject to the control of the Board of Directors. He shall act as Secretary at all meetings of the Association and of the Board of Directors. He shall collect all dues, assessments or moneys due the Association, depositing them to the credit of the Association in a bank approved by the Board of Directors, and make a report to the Treasurer of all receipts and disbursements at the end of each month. He shall perform such other duties as may be prescribed by the By-Laws or the Board of Directors.

#### BY-LAW IX — BONDS

The Treasurer and the Secretary shall each furnish a bond in a responsible surety company approved by the Board of Directors in the sum of at least Twenty Thousand Dollars (\$20,000). The bonds shall be in such form as the



---

Board of Directors may prescribe and shall be conditioned upon the safe-keeping of all funds in the Secretary's hands or received by him, and the proper accounting by the Treasurer and the Secretary for all moneys received and disbursed for the Association. The bond premiums shall be paid by the Association.

#### BY-LAW X — AMENDMENTS

These By-Laws may be amended by the Active Members of the Association in good standing, voting by Divisions, at any duly called membership meeting at which a quorum is present, provided two-thirds (2/3) of the votes cast thereon are in favor thereof and provided that notice of such proposed amendment or amendments shall have been mailed to each member in good standing at least twenty (20) days prior to the date of the meeting at which the vote is taken. An amendment may be proposed by the Board of Directors or any fifteen (15) Active Members of the Association. Such proposal shall be in writing and shall be filed with the Secretary. It shall be the duty of the Board of Directors promptly to fix the time and place of a meeting to vote thereon, which may be the time and place of the next Annual Meeting, and the duty of the Secretary to send written notice to each member of the Association in good standing.

#### BY-LAW XI — DURATION

This Association shall continue until such time as it shall be dissolved by the Active Members of the Association in good standing, voting by Divisions, at any membership meeting duly called for that special purpose at which a quorum is present, provided two-thirds (2/3) of the votes cast thereon are in favor thereof. Upon dissolution each then member in good standing shall be entitled to share in the distribution of the funds and assets of the Association in proportion to the aggregate amount of money paid by it to the Association from time to time. Any indebtedness to the Association on the part of a member in good standing at the time of dissolution shall be deducted from that member's share.

## APPENDIX A — BOARD RESOLUTION

The following resolution was adopted by the EIA Board of Directors on May 20, 1960, upon recommendation of the Membership and Scope Committee to clarify further the eligibility qualifications for Active members and Associates; it was revised to conform with subsequent By-Law revisions.

## BE IT RESOLVED:

1. That for the purposes of determining eligibility for *Active* membership under Subsection A, Section 1 of By-Law I of the Electronic Industries Association, a person, firm, or corporation will be considered as "engaged in the manufacture of an electronic product or component part thereof" if such person, firm, or corporation is *actively* engaged in the technical design, engineering and production, in a manufacturing plant owned or operated by him or it, of electronic products or components, including any processing and/or assembling operation resulting in *substantial* physical or functional change in such products or components. Any person, firm or corporation whose principal and sole operation consists of packaging or labeling, or in performing a minor assembly operation, of an electronic product or component thereof, either imported or produced in the United States, shall not be considered a manufacturer under these By-Law provisions. Any person, firm, or corporation whose major activity consists of the retail or wholesale distribution of electronic products or components, and who does not otherwise qualify as a manufacturer as defined herein, shall not be considered a manufacturer of such products or components.

2. That for the purposes of determining eligibility for *Associate* classification under Subsection B of Section 1 of By-Law I, a person, firm, or corporation will be considered as engaging in functions "of a type concerning which the Association carries on activities" if such person, firm, or corporation furnishes information, technical data, or other similar services that contribute to the programs of the Association. A person, firm, or corporation will not be considered as engaging in such functions if its activities are related to the manufacture, domestic distribution, or importation of electronic products or components.

This resolution shall not be considered as affecting the eligibility of any member of the Association in good standing on the date of its adoption.