

# HPBA 2025 Proposed Bylaws – Comparison Document

## ARTICLE I

### Name

The name of this organization is HEARTH, PATIO & BARBECUE ASSOCIATION, a District of Columbia not-for-profit corporation, hereinafter “the Association.”

## **ARTICLE I**

### Name

The name of this organization is HEARTH, PATIO & BARBECUE ASSOCIATION (“the Association”), a nonprofit corporation duly formed under the District of Columbia Nonprofit Corporation Act of 2010, D.C. Code Title 29, Chapter 4, as amended (“the Act”).

## ARTICLE II

### Principal Place of Business

The Association shall have and continuously maintain in the District of Columbia a registered office and a registered agent whose office is identical with such registered office and may have such other offices as the Board of Directors may from time to time determine.

## **ARTICLE II**

### Offices

The Association shall have and continuously maintain a registered office and a registered agent whose office is identical to such registered office in the District of Columbia. The Association may have other offices in such locations as the Board of Directors may, from time to time, determine.

## ARTICLE III

### Purposes

The purposes of the Association shall be to foster and promote the business interests of enterprises in the hearth, barbecue and patio industry including, but not limited to:

1. Encouraging the creation of new commercial opportunities; Facilitating trade and commerce in the industry through trade shows and promotions;
2. Undertaking research and education activities to enhance the knowledge, skills, reliability and professionalism of individuals and businesses in the industry served by the Association, and to offer related education, training and services to members and to regulatory, testing, code, utility, technical, research, and other organizations and individuals;
3. Advocating the industry's interests with legislative, regulatory, testing, code, utility, technical, research, consumer and other entities and organizations whose activities may affect the industry and its members;

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4. To undertake such activities and programs as shall be allowed by the laws of the United States and the District of Columbia or other jurisdictions where the Association may do business or where its members and affiliates are located.

### ARTICLE III

#### Purposes

The purposes of the Association shall be as outlined in the Association's Articles of Incorporation, as amended from time to time.

### ARTICLE IV

#### Membership

Section 1. Categories. The Association shall be composed of members in the following categories:

- A. Manufacturer Category
- B. Distributor Category
- C. Retailer Category
- D. Service Category
- E. Associate Category
- F. Manufacturers' Representative Category
- G. Non-Profit Category
- H. Senior Member Category

and such other categories and subcategories as the Board of Directors shall, from time to time establish, each with such dues levels as the Board of Directors shall establish. Any individual, partnership, association or corporation eligible for membership in more than one category or subcategory must become a member of the Association in that category or subcategory (i) which represents the primary business of the member or (ii) in the higher dues paying category or subcategory.

A. Manufacturer Category. Any sole proprietorship, partnership, association or corporation who manufactures, assembles, markets as a manufacturer or imports into the United States hearth, barbecue or patio related products shall be eligible for membership in the Manufacturer Category.

Distributor Category. Any sole proprietorship, partnership, association or corporation engaged in the wholesale distribution to dealers or builders or other channels of distribution of hearth, barbecue or patio related products shall be eligible for membership in the Distributor Category.

B. Retailer Category. Any sole proprietorship, partnership, association or corporation engaged in the sale to consumers of hearth, barbecue or patio related products shall be

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eligible for membership in the Retailer Category.

C. Service Category. Any sole proprietorship, partnership, association or corporation engaged in providing mechanical services relating to hearth, barbecue or patio related products shall be eligible for membership in the Service Category.

D. Associate Category. Any sole proprietorship, partnership, association or corporation having a commercial interest in hearth, barbecue or patio related products shall be eligible for membership in the Associate Category.

E. Manufacturers' Representative Category. Any sole proprietorship, partnership, association or corporation engaged in providing independent sales representation for manufacturers of hearth, barbecue or patio related products shall be eligible for membership in the Manufacturers' Representative Category.

F. Non-Profit Category. Any sole proprietorship, partnership, association or corporation having a non-profit, non-commercial interest in hearth, barbecue or patio related products shall be eligible for membership in the Non-Profit Category.

G. Senior Member Category. Any individual who has fully retired from a position with an entity which is a current or former member of the Association shall be eligible for membership in the Senior Member Category.

Section 2. Affiliates. All categories, other than manufacturers and those subcategories of the Associate Category defined by the Board of Directors in the United States and Canada, shall join the Association by becoming members of the affiliated organization approved by the Board of Directors to represent members in that geographic area, pursuant to the terms and conditions of the Affiliation Agreement between the Association and the affiliated organization and of the Bylaws and membership requirements of that organization. Manufacturing members and those companies that are Associate Subcategory members of the Association shall be eligible to participate as a full member of any or all affiliates at no additional cost above payment of regular membership dues to HPBA, except that since HPBA dues are based on US sales only, manufacturers must pay separate membership dues to HPBA-Canada to participate as a member of the Canadian affiliate. At its discretion, the Board of Directors may choose to combine manufacturer dues for HPBA and HPBA-Canada into one dues payment to HPBA. An agreed portion of which shall be forwarded to HPBA-Canada, using a dues schedule based on North American Shipments. Each manufacturer wishing to participate as a full member of any or all affiliates shall name one of the manufacturer's employees as the representative of that company for the affiliate's records. Additional representatives of such manufacturer can participate as a full member of an affiliate upon the payment of an annual fee as determined by the affiliate and approved by the HPBA Board of Directors.

Section 3. Voting. Each member of each category except for the Non-Profit Category and Senior Member Categories shall be entitled to one vote on all matters brought before that category or before the entire

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Association. Proxy voting shall be permitted subject to rules established by the Board of Directors from time to time including but not limited to notice and form. On all matters brought before the membership for vote, a majority of those voting shall prevail. All matters of business of the Association, except as otherwise specified in these Bylaws, may be submitted to the members on a mail or facsimile ballot by direction of the Board of Directors, provided that a thirty-day (30) period shall be permitted for voting. On all mail or facsimile ballots, a majority of the members voting shall prevail.

Section 4. Admission to Membership. Application for membership as a manufacturer shall be made in writing on such form as may be approved by the Board of Directors and accompanied by the applicable enrollment fee as established by the Board of Directors; upon admission to membership in the Association, each manufacturer member shall also become a member of each and every Product Section with respect to which the manufacturer produces an applicable product or provides a service. Application for membership as a U.S. or Canadian non-manufacturer shall be made in writing on such form as may be approved by the affiliated organization and accompanied by the applicable enrollment fee as established by the affiliated organization subject to review of the HPBA Board of Directors to ensure that they are not unreasonable or discriminatory. Application for membership as a non-manufacturer outside the United States or Canada shall be made in writing on such form as may be approved by the Board of Directors of the Association and accompanied by the application enrollment fee as established by the Board of Directors. If a non-manufacturer is not accepted for membership by an affiliated organization, that individual or company may appeal the action of the affiliated organization to the Board of Directors of the Association, and the decision of a majority of the Board of Directors of the Association shall be binding upon the affiliated organization.

Section 5. Suspension and Expulsion. Any member may be suspended or expelled by the Association or the affiliated organization for nonpayment of dues or assessments, including assessments established by Product Sections. Except for nonpayment of dues or assessments, a member may only be suspended or expelled for due cause upon a majority vote of the Board of Directors of the Association in the case of a manufacturer, or by the Board of Directors of an affiliated organization in the case of a non-manufacturer. The Board of Directors of the Association or the affiliated organization shall provide notice to a member prior to suspension or expulsion for due cause, and a hearing shall be provided if requested by the member. If a non-manufacturing member is suspended or expelled by an affiliated organization, that member may appeal the action of the affiliated organization to the Board of Directors of the Association, and the decision of a majority of the Board of Directors of the Association shall be binding upon the affiliated organization.

Section 6. Product Sections. The Board of Directors may establish Sections for categories of products manufactured by the Association's manufacturer members. Each manufacturer member of the Association shall automatically become a member of each product Section for which it manufactures an applicable product; disputes regarding a member company's appropriate Section membership(s) shall be resolved finally and exclusively by the Board of Directors. Each test laboratory member of the Association shall automatically become a member of each product Section with respect to which it tests an applicable product. Each such Section shall have a Charter, approved by the Board of Directors, and shall meet at least once per year in person and at least twice per year overall. All members of the Association whose business is within the scope of a Section shall be notified of all meetings of the Section and shall, if in good standing, be

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eligible to participate in the business of such Section. Those members of the Association that qualify for participation in a Section shall regularly elect a chairperson to provide leadership for the Section, as set forth in the Charter of such Section. Each Section shall track issues of interest to the Section's applicable product category and may initiate and manage such programs as the Section shall agree upon, provided that each such program has been (i) approved by a two-thirds vote of the Section at a meeting attended by, or in a ballot participated in by, at least one-fourth of the Section members, and (ii) thereafter reviewed and approved by the appropriate standing committee of the Association. Unless otherwise approved by the Board of Directors in a specific case, all Section programs shall be funded exclusively by the members of the Section, in a manner determined by a two-thirds vote of the Section. All other votes of the Section shall be conducted subject to procedures prescribed by the Section. If the appropriate standing committee of the Association concludes that a Section's proposed program does not comport with the Association's policies or for other reasons should not be supported, the standing committee may decline to approve the program; any rejection of a proposed Section program by a standing committee may be appealed to the Board of Directors for review and action.

### **ARTICLE IV**

#### **Membership**

Section 1. Categories. The Association shall consist of members in such categories as the Board of Directors may determine and define from time to time. Any person or entity eligible for membership in more than one category or subcategory must become a member of the Association in the higher dues-paying category or subcategory. The Board of Directors shall have final authority to determine any member's appropriate membership category or subcategory.

Section 2. Voting. Each member of each voting membership category, as determined by the Board of Directors, shall be entitled to one vote on all matters brought before that category or the entire Association. Each voting member shall designate in writing its representative entitled to cast such member's vote on any matter brought before the membership for a vote. Proxy voting shall be permitted.

Section 3. Membership application shall be made in writing on such form as may be approved by the Board of Directors. Each member who is neither a manufacturing nor a test lab member shall automatically become a member of the geographically appropriate Association affiliate upon admission to membership in the Association. Each manufacturer member shall also become a member of the Hearth, Patio & Barbecue association of Canada and each Product Section in which the manufacturer produces an applicable product upon admission to membership in the Association. Further, each manufacturer member may become a reciprocal member of any, all, or none of the Association Affiliate(s).

Section 4. Suspension and Expulsion. Any member may be suspended or expelled by the Association or the affiliated organization for nonpayment of dues or assessments, including assessments established by Product Sections. Except for nonpayment of dues or assessments, a member may only be suspended or expelled under criteria and procedures established by the Board of Directors, which procedures shall provide for reasonable due process before a member's suspension or expulsion. Suspension or expulsion by the Association shall automatically result in suspension or expulsion by any affiliate(s) in which the suspended or

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expelled person or entity is also a member.

Section 5. Transfer of Membership. Membership in the Association is not transferable, provided that, in the event a member entity is acquired by or merges with another entity or otherwise experiences a change of control as determined in the sole discretion of the Board of Directors, membership may be conferred upon such acquiring or surviving entity under a process prescribed by the Board of Directors.

Section 6. Resignation. Any member may resign by providing written notice of resignation to the Secretary. No member shall be entitled to a refund of dues or assessments paid before the resignation date. Resignation shall not excuse a member from liability for any unpaid dues, assessments, or other charges accrued before the resignation date.

Section 7. Product Sections. The Board of Directors may establish Sections for categories of products manufactured by the Association's manufacturer members. Each manufacturer member of the Association shall automatically become a member of each product Section for which it manufactures an applicable product. Each test laboratory member of the Association shall automatically become a member of each product Section concerning which it tests an applicable product. Unless otherwise determined by the Board of Directors, projects of a Product Section shall be funded by the members of such Product Section.

### ARTICLE V

#### Meetings of Members

Section 1. There shall be an Annual Meeting of the members and such other meetings of the members as the Executive Committee may direct, the dates and sites to be set by that Committee, subject to the approval of the Board of Directors.

Section 2. Members shall be notified of meetings not less than ten (10) or more than forty (40) days in advance in writing.

Section 3. A quorum shall be deemed present at the Annual Meeting or other membership meetings if at least fifty voting members are present.

### ARTICLE V

#### Meetings of Members

Section 1. There shall be an annual meeting of the members and other meetings of the members as the Executive Committee may direct, with the dates and sites to be set by that Committee, subject to the approval of the Board of Directors. The Executive Committee may determine to hold any meeting of the members by means of any remote communications technology permitted under the Act.

Section 2. Members shall be notified of meetings not less than ten (10) or more than forty (40) days in advance by any means permitted under the Act.

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Section 3. A quorum shall be deemed present at the Annual Meeting or other membership meetings if at least fifty voting members are present. Unless otherwise provided in these Bylaws or the Act, the vote of a majority of the voting members present at a meeting at which a quorum is present shall be the act of the membership.

Section 4. Any action required or permitted to be taken by the voting members at a meeting of the members may be taken without a meeting if the action is taken by the voting members either by the unanimous written consent procedure or by the action by ballot procedure specified in the Act.

### ARTICLE VI

#### Board of Directors

Section 1. Manufacturing Category Directors. Only the members of the manufacturing category shall elect directors from their category to serve on the Board of Directors. There shall be eight members each serving a three-year term. Three Directors shall be elected in each of the first and second years of a three-year cycle and two elected in the third year of the cycle. Directors from this category may not designate any other person to serve as an alternate with voting privileges should such Directors be unable to participate in a meeting of the Board of Directors when a vote may be called.

Section 2. Regional Directors and Nonvoting Regional Representatives. For the purpose of representing the affiliate organizations within a region, a Regional Director shall be selected by the non-manufacturer members of the region to represent the affiliate(s) in each of the following regions:

Region I.	CT; MA; ME; NH; NY; RI; VT
Region II.	DC; DE; MD; NJ; PA
Region III.	AL; FL; GA; NC; SC; TN; VA
Region IV.	KY; MI Lower Peninsula; OH, WV Region V. IL;
IN; KS; MO	
Region VI.	IA; MI Upper Peninsula; MN; ND; NE; SD; WI Region VII.
	AR; LA; MS; OK; TX
Region VIII.	AZ; CO; NM; UT; WY
Region IX.	AK; ID; MT; OR WA
Region X.	CA; HI; NV
Region XI.	Canada

Each region with more than one affiliate shall select a Nonvoting Regional Representative. The Nonvoting Regional Representative shall be a member of the affiliate that does not have the Regional Director as its member. Each region with one affiliate may select a Nonvoting Regional Representative. Nonvoting Regional Representatives shall be selected at the same time as the Regional Directors. Each region shall notify the Board immediately upon the selection of a Regional Director and/or a Nonvoting Regional Representative. Nonvoting Regional Representatives shall not be entitled to vote on any matters coming before the Board of Directors,



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even if the Regional Director should be unable to attend a Board meeting.

Regional Directors and Nonvoting Regional Representatives may be representatives of members of HPBA in any class or category of membership. The term of Regional Directors and Nonvoting Regional Representatives shall be three years. Four Regional Directors and their corresponding Nonvoting Regional Representatives, if any, shall be selected in each of the first and second years of a three-year cycle and three shall be selected in the third year of the cycle.

Section 3. At-Large Directors. In addition, there shall be two Directors elected at-large from among the members of any region. At-Large Directors shall serve a three-year term. One At-Large Director shall be elected in each of the first and second years of a three-year cycle.

Directors from this category may not designate any other person to serve as an alternate with voting privileges should such Directors be unable to participate in a meeting of the Board of Directors when a vote may be called.

Section 4. Term of Office. The term of office of each Director shall be three years. Directors may be elected to no more than two consecutive terms of office. If the term of the immediate past Chairperson expires at the end of his/her term of office, that individual shall sit on the Board of Directors in an ex officio capacity for one year in a non-voting capacity. The term of a Director may be extended on the Board if elected to serve as an officer.

Section 5. Nomination and Election. A Nominating Committee consisting of three members of the Manufacturers Category and two Regional Directors shall be appointed by the Chairperson of the Association, subject to the approval of the Board of Directors, not less than one hundred and twenty (120) days before the Annual Meeting of the Association. The Nominating Committee shall nominate candidates for election to the Board for the 8 Manufacturer seats and the 2 at-large seats. The Committee shall submit to the membership its written report not later than ninety (90) days before the Annual Meeting.

The Members of the Affiliate and any other affiliate within regions defined by the HPBA Bylaws shall select one full voting Director from among their members to serve on the HPBA Board of Directors. Where there is more than one affiliated organization within a region, the President of the Board of each affiliated organization in the region shall appoint an equal number of members to a Nominating Committee for that region to select the Director. If the Nominating Committee nominates more than one candidate, the names of the candidates shall be submitted to the members of all of the affiliates in that region for election by majority vote.

Any additional nominations for election to the Board to represent the Manufacturer Category must be made by five (5) or more voting members of that category. Any additional nominations for election to the Board to fill the At-Large position must be made by five (5) or more voting members. Such nominations shall be submitted in writing to the President of the Association not less than seventy-five (75) days before the Annual Meeting. These nominations shall be included on the official ballot. There will be no write-ins on the official ballot. All nominees must agree to serve on the Board prior to distribution of the official ballot.

Not later than sixty (60) days prior to the Annual Meeting, the President shall mail to the members in the Manufacturer Category an official ballot to elect the Manufacturer Category Directors. Also, not later than



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sixty (60) days prior to the Annual Meeting, the President shall mail to all members an official ballot to elect the At-Large Director. Voting shall be by return mail to the President. Official balloting shall close thirty (30) days prior to the Annual Meeting, at an exact date and time to be announced by the President at the time the official ballots are mailed. The candidate(s) receiving the largest number of votes shall be elected. Tie votes shall be

decided by a second ballot. Directors shall assume office at the conclusion of the Annual Meeting.

Section 6. Powers and Duties. The Board of Directors shall have the power to make rules and provisions, consistent with these bylaws, for the carrying out of the work and activities of the Association; to approve by a two-thirds majority annual budgets of expenditures and amendments thereto; to have charge of all property of the Association; and to perform all other acts necessary or proper to carry out the work of the Association.

Section 7. Meetings. The Chairperson shall call meetings of the Board of Directors as the occasion warrants, provided that that Board must meet at least twice each year. The Chairperson must call a meeting of the Board of Directors within thirty (30) days if requested in writing by at least one-third of the members of the Board. Reasonable notice of all meetings shall be provided. Section 8. Quorum and Voting. A majority of the members of the Board of Directors shall constitute a quorum. All decisions of the Board shall be by majority vote of a quorum, except that a two-thirds majority vote of a quorum shall be required for decisions relating to the Association's budget, Bylaw amendments and matters related to EXPO including, but not necessarily limited to, budget, location and days of rotation.

Section 9. Interim Action. The Board of Directors may take official action on any matter in the interim between meetings by mail or telephone ballot confirmed by mail by a majority vote of the Board.

Section 10. Vacancies. Any vacancy in a Manufacturer or At-Large seat occurring on the Board of Directors shall be filled by appointment of the Chairperson with the approval of a majority of the remaining members of the Board of Directors. Any vacancy occurring in a Regional Director seat shall be filled by appointment of the chairperson(s) of the affiliate(s) within the Region. A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor.

If a Board member is absent from two Board meetings in a twelve month period, regardless of the reasons for his/her absence, he/she will forfeit his/her position on the Board, unless at the discretion of the Chairperson the forfeiture is waived.

A director who changes employment or region shall automatically submit his/her resignation to the Chairperson. The Chairperson shall accept or reject the resignation with the advice and consent of the Executive Committee.


The following provisions in this paragraph are effective for all members who join the Board of Directors on or after September 22, 2001. No two board members shall work for the same company, including subsidiaries and parent companies. If, due to changes in employment, two board members work for the same company, one such board member must submit his/her resignation from the board immediately.

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## ARTICLE VI Board of Directors

Section 1. Power. All corporate powers shall be exercised by or under the authority of, and the business of the Association shall be managed under the direction of, the Board of Directors, subject to any express provisions of these Bylaws to the contrary and except as may otherwise be provided under the Act.

Section 2. Number, Term, and Qualifications. The Board of Directors shall consist of ten (10) directors elected by the manufacturer members from among the designated representatives of manufacturer members in good standing, directors elected by the voting members in each of the Association's Regions, one director per Region, from among the designated representatives of voting members in good standing in each such Region, and one (1) director elected by the voting members of Hearth, Patio & Barbecue Association of Canada ("HPBAC") from among the designated representatives of voting members in good standing in HPBAC. If a change in employment renders a director ineligible for continued service on the Board, such an individual shall have a period of ninety (90) days to regain such eligibility. No more than one director from the same company or related companies may simultaneously serve on the Board of Directors. If a merger, acquisition, change in employment, or similar occurrence results in there being more than one director from the same company or related companies, such directors shall agree among themselves who shall resign from the Board; in the absence of agreement, the Board of Directors shall make such determination. The Board of Directors shall have final authority to determine whether companies are considered related for this Section.

Directors,  all of whom shall serve without compensation, shall be elected by the voting members to staggered terms of three (3) years, with each term commencing upon the conclusion of the annual meeting immediately following such director's election. Each director shall hold office until his or her successor shall have been elected and qualified. No director shall serve more than two consecutive, full three-year terms in office, provided, however, that the term of a director elected to an Association office shall be extended to coincide with the term of such office.

Section 3. Nomination and Election of Directors. Under procedures adopted by the Board of Directors, the Nominating Committee shall annually develop a slate of at least one nominee for each manufacturer vacancy on the Board of Directors. As determined by the Board of Directors, directors shall be elected either at the annual meeting of the members or by mail or electronic mail ballot of the members before such annual meeting.

Section 4. Voting and Manner of Acting. Each member of the Board of Directors shall be entitled to one vote.  Unless the Act, the Articles of Incorporation, or these Bylaws requires a greater number, a majority of the number of directors in office immediately before a meeting shall constitute a quorum for the transaction of business. Except as otherwise provided by the Act, the Articles of Incorporation, or these Bylaws, the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Voting by proxy is not permitted.

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Section 5. Removal/Resignation. A director may be removed with or without cause by a vote of the voting members. A director may be removed by the Board of Directors as permitted in the Act, as well as for cause, as defined by the Board of Directors, under procedures adopted by the Board of Directors, which shall provide for reasonable due process before such removal. A director elected by the members of an Association Region or HPBAC may also be removed from office by a vote of the members who elected such director. A director may resign at any time by providing written notice to the Secretary or, in the case of the Secretary's resignation, to the Chairperson. A director absent from two meetings of the Board of Directors in twelve months shall, unless such absences are excused by the affirmative act of the Board of Directors, be deemed to have resigned from the Board of Directors and from any office held.

Section 6. Vacancies. Any vacancy in a manufacturer position on the Board of Directors shall be filled by a successor director elected by the Board of Directors at its sole discretion. Any vacancy in a Region or HPBAC position on the Board of Directors shall be filled by a successor director elected by a vote of the members who elected the director whose position is vacant. The term of any successor director elected by this Section 6 shall be the remaining portion of the term of the vacated director position.

### **Article VII**

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

Section 1. Regular Meetings. The Board of Directors shall hold regular meetings at least two (2) times annually. The officers shall be elected at the first such meeting following the annual election of directors, which meeting shall constitute the annual meeting of the Board of Directors. All regular meetings of the Board of Directors shall be held on such dates and at such times as the Board of Directors may from time-to-time fix.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson or a majority of the Board of Directors. Notice of a special meeting shall state the purpose of the meeting, and no other business shall be conducted at such a meeting. Attendance of a director at any special meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3. Notice. Notice of all meetings of the Board of Directors shall be delivered to the directors in any manner that may be permitted under the Act from time to time. Notice of regular meetings of the Board of Directors shall be given at least twenty (20) days nor more than sixty (60) days before the date of such meeting. Notice of special meetings of the Board of Directors shall be given at least twenty-four (24) hours before the day of the meeting.

Section 4. Place of Meeting. The Board of Directors may designate any place, either within or outside the District of Columbia, as the place of meeting for any regular or special meetings of the Board of Directors.

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Section 5. Quorum. A majority of all directors elected and serving at the time of any meeting shall constitute a quorum for the transaction of business. Unless otherwise required by the Act, the act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Less than a quorum may adjourn any meeting.

Section 6. Action Without Meeting. The Chairperson may submit issues to the Board of Directors for a vote by written consent. The Chairperson's submission to the Board of Directors may occur by mail or by electronic means, provided that, to constitute the Board's action, all directors' unanimous written consent must be obtained in the form of one or more signed counterpart documents. Any action taken or resolution passed by unanimous written consent shall be reported at the next regular meeting of the Board of Directors. The Board of Directors may also take action without a meeting by any other procedure permitted under the Act from time to time.

Section 7. Meetings by Remote Communications Technology. A meeting of the Board of Directors may be held and directors may, if so, determined by the Board of Directors, participate in any meeting of the Board of Directors by means of any remote communications technology through which all persons participating in the meeting may simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at such meeting and waiver of any notice requirements.

### ARTICLE VII

#### Officers

Section 1. Number. The elected officers of the Association shall be a Chairperson, a Vice Chairperson, a Secretary and a Treasurer, all of whom shall serve without compensation. The Board of Directors may provide for reimbursement of reasonable expenses incurred by the elected officers in the execution of their duties.

Section 2. Election and Term. The Board of Directors shall elect the officers from the membership of the Board. All officers (except for the Treasurer) shall hold office for one (1) year or until their successors are duly elected and installed. The Treasurer shall be elected for a three-year term of office and shall hold office for that term irrespective of whether his/her term as a Director corresponds with that term.

Section 3. Staff. The Board of Directors, at its discretion, may employ or retain a President, who shall be an officer of the Association, legal counsel, and other staff assistants on a part or full time basis, and may assign responsibility and authority for the proper and effective direction of the affairs of the Association. The Board of Directors, at its discretion, may hire such outside consultants or staff, as it may consider appropriate.

### ARTICLE VIII

#### Officers

Section 1. Number. The elected officers of the Association shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, and the Immediate Past Chairperson, all of whom shall serve without compensation.

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The Board of Directors may provide for reimbursement of reasonable expenses incurred by the elected officers in executing their duties.

Section 2. Election and Term. The Board of Directors shall elect the officers, except the Immediate Past Chairperson, from the membership of the Board. All elected officers shall hold office for one (1) year or until their successors are duly elected and installed. Each person must serve in the same office for No more than two consecutive one-year terms.

Section 3. Resignation and Removal. Any elected officer may be removed at any time, with or without cause, by a two-thirds vote of the Board of Directors. Any elected officer may resign at any time by providing written notice to the Secretary or, in the case of the Secretary's resignation, to the Chairperson. Resignation as an elected officer shall not constitute resignation from the Board of Directors.

Section 4. Vacancies. Any vacancy in an officer position shall be filled by the Board of Directors, except that the Vice Chairperson shall fill a vacancy in the office of the Chairperson.

Section 5. Staff. The Board of Directors, at its discretion, may employ or engage a President/Chief Executive Officer, who shall be a non-elected officer of the Association and legal counsel, and may assign responsibility and authority for the proper and effective direction of the affairs of the Association. The Board of Directors, at its discretion, may hire such outside consultants or staff as it may consider appropriate.

### ARTICLE VIII

#### Duties of Officers

Section 1. Chairperson. The Chairperson of the Board of Directors shall preside at all meetings of the Association and all meetings of the Board of Directors; shall appoint all committees subject to the approval of a majority of the Board and perform such other duties and functions as custom and parliamentary usage require.

Section 2. Vice Chairperson. The Vice Chairperson shall assume the duties of the Chairperson at the latter's request or absence and shall succeed to the chairmanship if that office shall become vacant.

Section 3. Secretary. The Secretary of the Association shall attend meetings of the Association and of the Board of Directors and keep an accurate record of the proceedings thereof; shall give notice of the meetings of the members prescribed by these bylaws, and shall perform such other duties as may be required of him/her by law, by vote of the Board of Directors or by these bylaws. The Secretary may delegate these duties in a reasonable manner.

Section 4. Treasurer. The Treasurer shall oversee and properly account for the receipt and expenditure of all funds of the Association; keep proper records of all receipts and expenditures, and render a complete financial report at the Annual Meeting and such additional financial reports as may be requested by the Board of Directors. The Treasurer may delegate these duties in a reasonable manner.

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Section 5. President. The President shall be an employee of or retained by the Association and hired with the approval of the Board of Directors and be responsible to the Board of Directors for the performance of such administrative and executive duties as may be delegated to him/her by the Chairperson and/or other officers. He/she shall be required to give bond in such amount as may be directed by the Board of Directors, the cost of which shall be paid by the Association.

### ARTICLE IX

#### Duties of Officers

Section 1. Chairperson. The Chairperson of the Board of Directors shall preside at all meetings of the Association and all meetings of the Board of Directors and the Executive Committee; shall appoint all committee chairs subject to the approval of the Board and perform such other duties and functions as custom and parliamentary usage require.

Section 2. Vice Chairperson. The Vice Chairperson shall assume the duties of the Chairperson at the latter's request or absence and shall succeed in the office of the Chairperson if that office becomes vacant.

Section 3. Secretary. The Secretary of the Association shall attend meetings of the Association and of the Board of Directors and keep an accurate record of the proceedings thereof; shall give notice of the meetings of the members prescribed by these bylaws and shall perform such other duties as may be required by law, by vote of the Board of Directors or by these bylaws. The Board of Directors may determine that all or any portion of the duties of the Secretary shall be delegated to the Association's professional staff.

Section 4. Treasurer. The Treasurer shall oversee and properly account for the receipt and expenditure of all funds of the Association; keep proper records of all receipts and expenses and render a complete financial report at the Annual Meeting and such additional financial reports as may be requested by the Board of Directors. The Board of Directors may determine that all or any portion of the duties of the Treasurer shall be delegated to the Association's professional staff.

Section 5 President. The President/Chief Executive Officer shall be hired or engaged with the approval of the Board of Directors and shall be responsible to the Board of Directors for performing such administrative and executive duties as outlined in an employment or engagement agreement.

### ARTICLE IX

#### Committees

Section 1. Executive Committee. The Chairperson, Vice Chairperson, Secretary, Treasurer, and one additional Board member selected by the full Board of the Association shall constitute an Executive Committee to be vested with such authority as may be directed by the Board of Directors. In addition, the immediate past chairperson of the Association shall be a member of the Executive Committee in a non-

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voting capacity. The Executive Committee shall manage the affairs of the Association in the interim between meetings of the Board of Directors. The Executive Committee shall have the authority to engage and discharge the President of the Association with the approval of the Board of Directors and shall act as the Review and Compensation Committee for the President.

Section 2. Additional Committees. The Board of Directors may form additional standing committees to oversee and perform the work of the Association as may be appropriate. The Board shall approve the charter for any such committees including designation of size of the committee; qualifications, term and appointment process for the committee chairperson and members; and scope of the committee's responsibility and authority. In addition, the Board of Directors may, from time-to-time, form committees or task forces at its discretion that are assigned specific tasks or activities and whose existence will terminate when their tasks are completed.

### **ARTICLE X** **Committees**

Section 1. Executive Committee. The Chairperson, Vice Chairperson, Secretary, Treasurer, Immediate Past Chairperson, and one additional Board member elected annually by the Board of Directors shall constitute an Executive Committee. The Executive Committee shall manage the affairs of the Association and, to the extent permitted by the Act, exercise the authority of the Board of Directors in the interim between meetings of the Board of Directors. The Executive Committee shall have the authority to engage and discharge the Association's President/Chief Executive Officer with the approval of the Board of Directors. It shall act as the Review and Compensation Committee for the President.

Section 2. Additional Committees. The Board of Directors may form additional standing committees to oversee and perform the Association's work as appropriate. The Board shall approve the charter for any such committees, including designation of the size of the committee; qualifications, term, and appointment process for the committee chairperson and members; and scope of the committee's responsibility and authority. In addition, the Board of Directors may, from time to time, form committees or task forces at its discretion that are assigned specific tasks or activities and whose existence will terminate when their tasks are completed.

### **ARTICLE XI** **HEARTH Education Foundation**

Section 1. Purpose. The Association shall support and maintain the HEARTH Education Foundation, a not-for-profit foundation, which shall be a separately incorporated entity organized for the purposes of promoting public safety, enhancing the knowledge, skills, reliability and professionalism of individuals and businesses in the hearth, barbecue and patio industry served by the Association and offering related education, training and services to legislative, regulatory, testing, code, certification, safety, utility, technical, research, consumer and other entities and organizations and individuals.



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Section 2. Scope and Authority. The Foundation shall have the authority and responsibility to develop and implement education and training programs relating to the scope and purposes of the Association, and to oversee and approve any credential programs relating to the knowledge, skills and qualifications of individuals and businesses in the industry. The programs of the Foundation shall be made available under reasonable terms and conditions to all individuals and businesses in the industry and to other interested parties.

Section 3. Governance and Operation. The Articles of Incorporation and Bylaws of the Foundation shall be adopted and amended from time to time by the Board of Governors of the Foundation but must be submitted to and approved by the Board of Directors of the Association before they become effective. The programs and activities of the Foundation shall be directed by the Board of Governors of the Foundation as defined in the Foundation's Bylaws. The members of the Foundation's Board of Governors shall be recommended by the Board of Governors of the Foundation and appointed by the Chairperson of the Association with the approval of the Board of Directors of the Association. The administration and operation of the Foundation's programs

shall be implemented by the staff of the Association under such staffing arrangements as shall be determined by the Chairperson and President of the Association in consultation with the Board of Governors of the Foundation.

### ARTICLE XI

#### Affiliates/HPBAC

The Association shall maintain relationships with regional affiliate organizations, the geographic boundaries of which shall be established from time to time by the Board of Directors in consultation with such regional affiliate organizations. The Association shall also maintain a relationship with HPBAC. These relationships shall be governed by written agreements between the Association and each regional affiliate organization and between the Association and HPBAC.

### ARTICLE X

#### General Provisions

Section 1. Dues. Enrollment fees, dues and assessments for manufacturers and for non-manufacturers outside the United States and Canada shall be established by the Board of Directors of the Association. Enrollment fees, dues and assessments for non-manufacturers in the United States and Canada shall be established by the affiliate organization serving the area in which the member is located, subject to review of the Board of Directors of the Association to ensure that they are not unreasonable or discriminatory.

Section 2. Procedure. In the absence of any special rules of procedure, Robert's Rules of Order shall be the guide of the Association in all matters of parliamentary practice.

Section 3. Fiscal Year. The fiscal year of the Association shall be established by the Board of Directors. The fiscal year of all affiliate organizations shall correspond to the fiscal year designated by the Board of

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Directors for the Association.

Section 4. Indemnification. The Association shall indemnify any and all of its current staff or former officers, directors, committee members, agents and staff against expenses, judgements, decrees, fines, penalties and amounts paid in defense or settlement of pending or threatened civil or criminal proceedings or other claims in which they or any of them are made parties in connection with or related to their being or having been officers, directors, committee members, agents or staff of the Association, to the full extent permitted by law.

Section 5. Insurance. The Association shall purchase and maintain adequate insurance on behalf of the Association and affiliates and any person who is or was serving the Association and affiliates as an officer, director, committee member, agent or staff against any liability or claim asserted against the Association whether or not the Association would have the power to indemnify such person(s) in such liability or claim.

### ARTICLE XII

#### General Provisions

Section 1. Dues. The Board of Directors of the Association shall establish dues for manufacturers and test labs. The affiliate organization serving the area in which the member is located shall establish dues and assessments for all other classes of members in the United States and Canada, subject to review by the Board of Directors of the Association to ensure that they are not unreasonable or discriminatory.

Section 2. Procedure. The most recent edition of Robert's Rules of Order, Newly Revised, shall govern the Association in all matters of parliamentary practice to the extent not inconsistent with the Act, the Association's Articles of Incorporation, these Bylaws, or any policy or procedure adopted by the Board of Directors.

Section 3. Fiscal Year. The Board of Directors shall establish the Association's fiscal year.

Section 4. Indemnification. To the fullest extent permitted by the Act, the Association shall (a) defend and indemnify any of its current and former staff, officers, directors, committee members, and agents against any expenses, judgments, decrees, fines, penalties, and amounts paid in defense or settlement of pending or threatened civil or criminal proceedings or other claims in which they or any of them are made parties in connection with or related to their being or having been officers, directors, committee members, agents or staff of the Association, and (b) advance funds to pay for or reimburse the reasonable expenses incurred by any such indemnitee in defense of any such proceeding.

Section 5. Insurance. The Association shall purchase and maintain adequate insurance on behalf of the Association and affiliates and any person who is or was serving the Association and affiliates as an officer, director, committee member, agent, or staff against any liability or claim asserted against the Association whether or not the Association would have the power to indemnify such person(s) in such liability or claim.

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Section 6. Books and Records. The Association shall keep correct and complete books and records as required by applicable law and such other records as it desires to maintain. Members shall have only such rights to inspect the Association's books and records as are provided for in the Act or other applicable law.

Section 7. Director Liability. To the fullest extent permitted by the Act, no director of the Association shall be liable to the Association or its members for monetary damages for any action taken or any failure to take any action as a director.

### ARTICLE XII

#### Amendments

Section 1. Proposed Amendments. A proposed amendment to the bylaws of the Association may be initiated by a two-thirds majority vote of a quorum of the Board of Directors, or by a petition submitted to the Secretary and signed by not less than 15 percent (15%) of the voting members of the Association. If a proposed amendment is initiated by petition, the Board of Directors must submit the proposed amendments to the membership for a vote within one hundred-eighty (180) days after the petition is received by the Secretary.

Section 2. Notice and Approval. The bylaws may be amended by a two-thirds majority vote of a quorum of ten (10) percent of the members. Proposed amendments must be submitted to the membership in writing at least thirty (30) days in advance of the Special or Annual Meeting at which the proposed amendment will be presented for discussion and voted upon, together with notice that the said proposed amendment will be presented to the membership for action at the forthcoming Special or Annual Meeting; or submitted to the membership for approval by mail ballot in accordance with the provisions of Article IV, Section 2.

### ARTICLE XIII

#### Amendments

Section 1. Proposed Amendments. A proposed amendment to the Bylaws of the Association may be initiated by a two-thirds vote of the Board of Directors or by a petition submitted to the Secretary and signed by at least 15 percent (15%) of the Association's voting members. If a proposed amendment is initiated by petition, the Board of Directors must submit the proposed amendment to the membership for a vote within one hundred eighty (180) days after the Secretary receives the petition.

Section 2. Notice and Approval. Proposed amendments must be submitted to the membership in writing at least thirty (30) days in advance of the Special or Annual Meeting at which the proposed amendment will be presented for discussion and voted upon, together with a notice that the said proposed amendment will be given to the membership for action at the forthcoming Special or Annual Meeting. Proposed amendments may also be submitted to the membership for approval by the action by ballot procedure specified in the Act. A two-thirds vote of members is required to amend the Bylaws.

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### ARTICLE XIII

#### Dissolution

The Association shall use its funds and assets only to accomplish the objects and purposes set forth in the Articles of Incorporation and Bylaws and no part of these funds and assets shall inure or be distributed to the members of the Association. On dissolution of the Association, any funds or assets remaining after payment of the Association's obligations shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations or business leagues, consistent with the provision of the Internal Revenue Code and laws of the District of Columbia then governing the Association as a business league exempt from federal taxation.

### ARTICLE XIV

#### Inurement/Dissolution

Section 1. Inurement. The Association shall use its funds and assets only to accomplish the objectives and purposes outlined in the Articles of Incorporation and Bylaws. No part of these funds and assets shall inure to the benefit of or be distributed to any member, director, or officer of the Association or to any other private person, provided, however, that the Association shall be authorized to pay reasonable compensation for services rendered to or for the benefit of the Association.

Section 2. Dissolution. On dissolution of the Association, any funds or assets remaining after paying or making provision for payment of the Association's obligations and for necessary expenses thereof shall be distributed in accordance with a plan of distribution approved by the Board of Directors and adopted by the voting members of the Association, provided that such plan is not inconsistent with any provision of the Act or any U.S. Internal Revenue Code provision applicable to organizations described in Section 501(c)(6) thereof.