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Revised January 1, 2000
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Amended February 8, 2019
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Amended May 9, 2025

BYLAWS

of the

HEARTH, PATIO & BARBECUE 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
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 as outlined in the Association's Articles of Incorporation, as amended from time to time.

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 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 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.

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. 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.

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
<u>Meetings of the Board of Directors</u>

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.

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 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.

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 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 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
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 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.

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 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.

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 lncorporation 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.