

Bylaws of Snow & Ice Management Association, Inc.

Article I: Name and Location

The name of this association shall be: Snow & Ice Management Association, Inc. (referred to herein as "SIMA" or "the association"). The Board of Directors (or "Board") shall designate the location of the principal office (and other offices) of the association.

Article II: Purposes

SIMA is a national trade association composed of companies, organizations and individuals involved in all aspects of the snow and ice management industry. SIMA is organized pursuant to and is exempt from federal income tax under Section 501 (c) (6) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The association is dedicated to:

- advancing the business and professional interests of its members;
- promoting high standards of professionalism and business integrity; and
- representing the common interests of the industry in public and governmental arenas.

Article III: Membership

Section 1. Classes of Membership. The association has four (4) mutually exclusive classes of membership: Standard, Supplier, Student, and Lifetime/Founding/Charter.

- a. A Standard Member is anyone directly engaged in the following activities:
 - Businesses providing snow and ice management services;
 - Businesses and organizations conducting facilities management, either as a broker, owner or manager;
 - Businesses and organizations responsible for managing and overseeing snow and ice management services for schools, universities, hospitals, or other facilities where snow and ice services are managed in-house.
 - Any publishing company, media company, advertising agency, or non-profit trade or charitable association seeking education or information.
 - Any governmental agency or department, including those managing snow and ice on public highways, streets and roads.
 - Any person, company or organization who is a stakeholder in the snow and ice management industry.

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- b. Supplier Member is any business primarily engaged in offering or providing goods and/or services to Standard, Student and/or Lifetime/Founding/Charter Members.
- c. A Student Member is any individual currently enrolled in an educational institution who is interested in learning about snow and ice management, who does not qualify as a Standard or Supplier Member. Student Membership is limited to a maximum of four (4) years, or until a student member is employed full time in a role that would qualify the Student Member to be a Standard Member. For the purposes of this Section, “full time” employment means an average of thirty (30) hours per week or more.
- d. A Lifetime/Founding/Charter Member is any member that previously qualified for and was accepted as either a Lifetime, Founding or Charter Member. New Lifetime, Founding and Charter memberships ceased to be available after June 30, 2002.

Section 2. Application for Membership. Prospective members shall be accepted upon meeting the requirements established by the Board of Directors and submission of an application accompanied by the applicable membership dues.

Section 3. Rights and Duties. The rights and duties of each class of membership are as follows:

- a. Each Standard, Supplier, Student, and Lifetime/Founding/Charter Member may advertise its membership in the association, attend any association meetings, and as provided for in these Bylaws, serve as a Director or Officer on the Board of Directors, and serve on any association committees (as provided by the Board of Directors).
- b. Each Standard, Supplier, Student, and Lifetime/Founding/Charter Member agrees to observe and uphold the association’s Code of Ethics policy.

Section 4. Discipline. Members may be subject to discipline if they are deemed in violation of the Code of Ethics and/or the Bylaws. Or if their conduct, action, or inaction has degraded the objective and purposes of the Organization. The Board of Directors shall make the ultimate determination of the appropriate discipline for such violations and/or conduct.

Section 5. Termination of Membership. Membership shall be terminated for failure to pay dues or other financial obligations to the association within ninety (90) days of the due date.

Section 6. Reinstatement.

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- a. A former member desiring to rejoin the association must apply as a new member.
- b. A member terminated for nonpayment of dues or other financial obligations may be reinstated upon payment of the delinquent obligation(s).

Section 7. Resignation. Any member may resign by filing a written resignation with the association, but such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges heretofore accrued and unpaid.

Article IV: Dues and Member Categories

Dues and processing fees, if any, for all classes of membership, and any categories within the classes of membership, shall be established and revised by the association's Board of Directors at its discretion.

Article V: Board of Directors

Section 1. Authority and Responsibility.

Except as otherwise provided in the Articles of Incorporation, these Bylaws, or by law, all of the authority of the association shall be vested in and exercised by, its business affairs shall be conducted under the authority of the Board of Directors. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to such agents it may consider appropriate.

Section 2. Composition. The Board shall consist of the Chairperson ("the Chair"), Vice Chair (who shall serve as Chair-elect), Secretary/Treasurer, and Immediate Past Chair; plus between five (5) and ten (10) other At-Large Directors; and the Chief Executive Officer ("CEO") in an *ex officio*, non-voting capacity. Thus, a total of at least nine (9) and not more than fourteen (14) directors in a voting capacity will comprise the Board. No more than two (2) directors may be Supplier members. If a current Director has a change in their member category during their elected term, the board will determine by a majority vote of current Directors, to allow the Director to continue to serve out their term and seek a 2nd term or vote to remove them as a Director.

Section 3. Qualifications. In addition to the requirement of being a current member of SIMA, Standard Members must have achieved the Certified Snow Professional (CSP) certification or

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the Advanced Snow Management (ASM) certificate, preferably both, prior to their nomination. No more than one (1) member of any family unit (spouse, parents, sibling, significant other or children) and no more than one (1) member working with or for the same employer as an employee (including corporate parent company, all affiliates or subsidiaries) may serve on the Board at a given time. Directors whose membership is not current during their elected term, will have 90 days to join or renew their membership or they will be removed as a Director on the Board of Directors. Student Members may not serve as Directors.

Section 4. Election of Directors.

Not later than September of each year, the Nominating Committee shall issue a Call for Nominations, stating the number of positions open for election on the Board of Directors, the qualifications necessary for candidacy, the date by which nominations must be submitted, which shall be no fewer than 30 days after the Call for Nominations is distributed, and a nominating application. The Nominating Committee shall consider the qualifications of the nominated candidates in light of the Board's current needs and member composition, and it shall present a slate of candidates for the Board's consideration at a meeting of the Board of Directors held prior to the end of the fiscal year. The Board shall approve or disapprove the Nominating Committees nominations for new Directors as a single slate. Should the slate not be approved as presented, nominations for the respective positions will be opened to the floor of that Board meeting.

Section 5. Terms of Office. Newly elected officers and directors shall take office at the beginning of the fiscal year and shall serve a three-year term. No officer or director shall serve more than two consecutive three-year terms, and must not be a member of the Board thereafter for at least one (1) year before being reelected. However, up to two, one-year extensions of a term are permitted for an Immediate Past Chair whose second three-year term as a Director would normally end just prior to the first or second term of the Chair who succeeded him or her.

Section 6. Quorum. The number of directors that shall constitute a quorum for all matters brought before the Board of Directors for a vote (unless otherwise stated herein) is indicated in the table in Section 7 of this Article.

Section 7. Voting. Each voting director shall have one (1) vote on all matters brought before the Board for a vote, and all matters to be decided by the Board shall be determined according to the following table of voting directors present at such vote, providing that a quorum of voting directors is present. Voting rights of a director shall not be delegated to another or exercised by

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proxy. Unless otherwise defined by the Board, all votes of the Board are for “normal” issues with the exception of:

- √ any bylaws change
- √ acquiring, being acquired by, or merging with another organization (in full or in part)
- √ dissolution of the association
- √ a material change in the association’s charter, purpose or strategic direction
- √ incurring debt, lease obligations or contingent liabilities greater than amounts set by Board policy
- √ purchase of any tangible or intangible asset valued over amounts set by Board policy
- √ investment policies (selection of management firm, statement of risk, investment allocations, etc.)
- √ hiring or removal of the CEO

Board size, Quorum and Voting Summary:

Number of voting directors	Quorum	Normal Issues	Extraordinary Issues
9	6	4	6
10	7	4	7
11	8	5	8
12	8	5	8
13	9	5	9
14	10	6	10

Section 8. Action Without a Meeting. Any action to be taken at a meeting of the Directors or any action that may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Said approval may be by electronic mail or regular mail. Any action so approved shall have the same effect as though taken at a meeting.

Section 9. Meetings. The Board shall meet no fewer than four (4) times per year, at least two of which shall be in-person meetings, to be held at such time and place as determined by the Board. At least fifteen (15) days notice shall be given to each director before the time appointed for such regular meeting. Special meetings of the Board of Directors may be called by the Chair, or at the request of five (5) other Directors. At least three (3) days notice shall be required for a special meeting. Special meetings are limited to the consideration of matters specified in the notice. Notice of any Board meetings may be waived by a unanimous written vote of the Board.

Section 10. Vacancies and Removal.

Revised 11/09/01, 06/05/02, 09/20/02, 5/8/03 8/27/04, 4/21/05, 09/23/07, 11/20/07, 5/20/08, 11/20/12, 9/27/16, 9/19/18

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Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director thus elected by the Board to fill a vacancy shall be elected for the unexpired term of his or her predecessor, however, the Board may alter the duration of said term in order to maintain a staggering of terms so that approximately one-third of terms of directors expire each year. If such a term is less than eighteen (18) months, it shall not be counted towards the term limitation set forth above.

The Board of Directors may remove a Director, for cause, by a vote of at least two-thirds of the remaining voting Directors. Cause, for this purpose, shall be defined by action(s) of that Director being deemed by majority vote at a duly noticed meeting at which a quorum is present, to be a violation of these Bylaws or the Board's governing policies.

Section 11. Compensation. Officers and directors of the Board of Directors shall not receive any compensation for their services. Reasonable expenses may be reimbursed at the discretion of the Board.

Section 12. Indemnification. SIMA shall indemnify all officers, directors, and employees to the full extent permitted by laws and regulations pertaining to not-for-profit corporations chartered in the Commonwealth of Pennsylvania.

Article VI: Officers and Duties

Section 1. Election of Officers and Terms of Office. The elected officers of the association are the Chair, Vice Chair, Secretary/Treasurer, and Immediate Past Chair. The Chair, Vice Chair and Secretary/Treasurer shall be selected by the Board of Directors from among its members, however only Standard Members are eligible for the offices of Vice-Chair and Chair. They shall hold their offices for a term of one (1) year and shall have such authority and shall perform such duties as set forth in these by-laws and the Board of Directors' governing policies. The Chair and Vice Chair shall be eligible to serve for up to two consecutive one-year terms.

Section 2. Chair. The Chair shall preside at all Board of Directors meetings and any meetings of the association's membership and shall be the Board of Directors' primary spokesperson. Subject to the direction and supervision of the Board of Directors, the Chair shall (i) be responsible for assuring that the Board of Directors fulfills its governance obligations as outlined in these Bylaws and in the Board's governing policies, and (ii) shall perform all other duties as from time to time may be assigned to the Chair by the Board of Directors.

The Chair shall also select the chairs of any standing or *ad hoc* board committees, except as stipulated otherwise in these Bylaws or the governing policies of the Board of Directors.

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Section 3. Vice Chair. In the absence of the Chair, or in the event of his/her inability or refusal to act, the Vice Chair shall perform the duties of the Chair. When so acting, the Vice Chair shall have all of the authority of and be subject to the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 4. Secretary/Treasurer. The Secretary/Treasurer shall keep and attest to accurate minutes of the Board of Directors and shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation, and these bylaws. The Secretary/Treasurer shall also serve as the chairperson of the Financial Audit/Investment Committee, and shall perform the duties of the Chair in the event that the Chair and the Vice Chair are temporarily unable to serve.

Section 5. Immediate Past Chair. The Immediate Past Chair shall serve on the Board of Directors, and shall perform the duties of the Chair in the event that the Chair, the Vice Chair and the Secretary/Secretary/Treasurer are temporarily unable to serve.

Section 6. Removal of Officer. Any elected officer may be removed from their duties and position as an officer, with or without cause, by majority vote of the remaining current Directors.

Article VII: Committees

The Board may appoint committees as deemed appropriate in carrying out its purposes and in accordance with its Governing Policies. The resolution establishing such committees shall state the purpose, time line and authority of each committee. No Committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other Committee or any Director, Elected Officer or Employee of the association; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the association not in the ordinary course of business; (f) authorize the voluntary dissolution of the association or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the association; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a Committee. The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him, or her by law.

Article VIII: Chief Executive Officer.

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The Board of Directors shall employ a chief executive officer (“CEO”), who shall have such duties, for such length of time, and at such compensation as may be determined by the Board of Directors. The CEO shall be responsible for the efficient day-to-day management of the association’s business, with authority to make decisions in a manner consistent with these Bylaws and as set forth in such governing policies as the Board of Directors may establish. . The CEO shall be responsible for the employment of the staff necessary to carry on the work of the association within the approved budget. The CEO shall serve without vote as an *ex officio* member of the Board of Directors.

Article IX: Finance

Section 1. Fiscal Year. The fiscal year of the association shall be January 1 to December 31.

Section 2. Budget and Finance. The Board shall adopt, maintain and adhere to governing policies setting forth standards for fiscal planning and management, and shall retain a Certified Public Accountant to audit the financial condition and statements of the Association annually.

Section 3. Books and Records. The association shall keep correct and complete books and records of account for the association. The books and accounts of the association shall be reviewed annually.

Article X: Dissolution

In the event of the dissolution or final liquidation of the association, its remaining net assets shall be distributed in accordance with state law to and among such corporations, foundations, or other organizations whose purposes are consistent with those of SIMA.

XI: Rules of Order

The rules contained in the current edition of the Robert's Rule of Order shall govern any meetings of the membership, may be invoked by the Chair when conducting meetings of the Board of Directors, or by majority vote of the Board members in attendance at a meeting when quorum is present.

Article XII: Amendments

These bylaws may be amended or repealed, or new bylaws may be adopted by a vote of the Board of Directors, as stipulated in Section V of these Bylaws.

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Revised by the Board of Directors this ____ day of _____, 2018.

Secretary/Treasurer