

Hobby Manufacturers Association – General Hobby Division Operating Procedures

Article I

Name

1.1 The name of the Division shall be the General Hobby Division of the Hobby Manufacturers Association.

Article II

Objective

2.1 The objective of the Division is to promote the growth of the Hobby Industry and represent the General Hobby segment of the overall industry on the HMA board and to government, trade and the consumer.

Article III

Membership

3.1 Members. As established in the HMA by-laws, Regular Members and Associate Members of that association will designate which Division they will belong to when they pay their annual dues.

Article IV

Meetings

4.1 Annual Meeting. The Annual Meeting of the Division shall be held each year at such time and place as may be designated by the Division Council. Notice of such meeting shall be sent to each Division member at least thirty (30) days prior thereto.

4.2 Special Meetings. Special Meetings of the Division may be called by the Division Council, or by a petition of one third of the Regular Members addressed to the Council President who will issue the call therefore. Notice of the time and place of such meeting and of the subjects to be considered, shall be mailed to each member at least fifteen (15) days in advance of such meeting. Only such business shall be transacted at the Special Meeting as is specified in the notice of such meeting.

4.3 Voting. At all meetings of the Division each Regular Member shall have one vote.

4.4 Proxy. Members may be represented by proxies at any meeting of this Division. However, no person shall be eligible to act as a proxy unless he or she is either a member of this Division or an officer of a corporation which is a member of this Division. Any proxy shall be revocable at the pleasure of members executing the same.

Article V

Election of Council Members

5.1 Election and terms of Council Members. Eight (8) Council members will be elected to serve two-year terms. At or before each Annual meeting a number of Directors equal to that of those whose terms have expired shall be elected.

5.2 Assumption of Duties. Council members' term of office shall commence immediately following the Annual Meeting. Council members shall continue in office until their successors have been duly elected and qualified or unless they resign, are removed, or are otherwise unable to fulfill an unexpired term. Council members shall serve without

compensation, excepting the Council may, by resolution; authorize a reimbursement of expenses incurred in the performance of their duties as Council members.

5.3 Nominations for Council. At least five months prior to the Annual Meeting, the Council shall elect a Nominating Committee Chairman who shall nominate candidates for election to upcoming vacancies on the Division Council. Additional committee members may be added at the discretion of the Committee Chairman. Nominations for Council Members may also be made from the floor at the Annual Meeting and held for the following year's election.

5.4 Email/Mail Ballots. Annual election for the Council Members shall be made by mail, e-mail or fax ballot, or by a combination of those methods. Ballots shall be sent to all Regular Members no later than four months prior to the Annual Meeting. Ballots must be returned on a deadline specified, and council seats must be final prior to the start of the next HMA fiscal year.

Article VI

Election of HMA Board Representative and HMA Committee Members

6.1 HMA Board Representative and Committee Members. The Division will elect one representative to the HMA Board of Directors and one representative to the HMA Trade Show Committee, one representative to the HMA Marketing Committee and one representative to the HMA Planning and Budget Committee.

6.2 Nominations for Board Representative and Committee Members. The Nominating Committee Chairman shall nominate candidates for the HMA Board of Directors and Committees. Nominations may also be made from the floor of the Annual Meeting and held for the following year.

6.3 Mail Ballots. Annual election for HMA Board Representative and Committees shall be made by mail, email or fax ballot, or by a combination of these methods. Ballots shall be sent to all Regular Members no later than 60 days prior to the Annual Meeting. Ballots must be returned 30 days prior to the Annual Meeting in order to be valid.

6.4 Term of Office. As established in the HMA by-laws, the term of office is one year.

Article VII

Division Council

7.1 Number of Council Members. The general management of this Division shall be vested in a Division Council consisting of seven (7) members. The Council members shall be elected by the members of the Division at, or before, its annual meeting in accordance with the provisions of section V hereof.

7.2 Meetings of the Division Council. A regular meeting of the Division Council shall be held immediately following the Annual Meeting. Special meetings of the Division Council may be held by the request of three (3) Council members addressed to the Council President, who will issue the call therefore. Notice of the time and place of such meeting and of the subjects to be considered, shall be mailed to each member at least fifteen (15) days prior to such meeting. The Division Council may hold Special Meetings without the customary notice, provided a waiver of notice signed by all member of the Council is executed before or after such meeting. Whenever, in the judgment of the Division Council a non-binding mail poll of Council members is desirable, the Council may direct that such a poll be taken. Special meetings of Division Council may be held by conference telephone call.

7.3 Quorum. At any regular or special meeting, of Division Council, the presence of a majority of then-qualified board members shall be required to constitute a quorum for the transaction of business.

7.4 Absences. Any member of the Division Council unable to attend a meeting shall, in a letter addressed to the Council President, state the reason for his absence. If a Council member is absent from two consecutive meetings for reasons which the Council has failed to declare to be sufficient, his resignation shall be deemed to have been tendered and accepted.

7.5 Resignation or removal of Council Members. Any Council member may resign at any time by giving written notice to the Council President. In the event of resignation by the Council President, his written resignation should be presented to the Council Secretary/Treasurer. Such resignation shall take effect at the time specified therein, or, if not time is specified, at the time of acceptance of the resignation by Council. Any Council member may be removed for cause by a majority vote of the Council at any regular or special meeting at which a quorum is present. The Council shall have full power to remove any Council member for his failure to attend two consecutive regular meetings of the Council, unless excused by a vote of the Council members present.

7.6 Vacancies. Any vacancies occurring on the Division Council by reason of death, resignation, or otherwise may be filled for the unexpired term by a qualified Regular Member elected by majority vote of the remaining members of the Council.

7.7 Authority of the Division Council. The Division Council shall have the authority to conduct the trade promotion activities of the Division, including advertising, publicity and public relations.

7.8 Election of Officers. At the first meeting of Division Council following the Annual Meeting, the Council shall elect by majority vote from among its members two officers of the Division: a President and Secretary/Treasurer, each of whom shall take office immediately and serve for the ensuing year.

Article VIII

Officers

8.1 President. The President shall be the Chief Executive Officer of the Division and shall preside at meetings of the Division and its Division Council. The President shall be an ex-officio voting member of all committees except the Nominating Committee. The President shall appoint all standing and special committees of the Division except the Nominating Committee.

8.2 Secretary/Treasurer. The Secretary/Treasurer shall attend all meetings of the Division Council, keep a record of all proceedings and attest to documents. Additionally, he shall supervise the keeping of accurate, detailed record of accounts in books belonging to the Division, which accounts and records shall be open at all times upon reasonable notice to inspection by any member of the Division Council, cause a fiscal year budget of estimated income and expenditures to be prepared and submitted to Division Council for approval not less than sixty (60) days before the last day of each fiscal year. The Secretary/Treasurer shall report in writing the financial condition of the Division whenever directed to do so by the President or Division Council, and shall submit a full financial report to the Division at its Annual Meeting. Whenever directed to do so by the President or Division Council, the Secretary/Treasurer shall submit for audit his books, records, vouchers and any an all other papers in his possession called for , to an auditor or auditing committee designated by the Division Council.

8.3 Resignation or Removal of Officers. Any Officer may resign at any time by giving written notice to the Division President. In the event of resignation by the Division President, written notice should be given to the Division Secretary/Treasurer. Such

resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance of the resignation by the Division Council President (or Secretary/Treasurer in the event of resignation by the Division President). Any Officer may be removed for cause by a majority vote of the Division Council at any regular or special meeting at which a quorum is present.

8.4 Vacancies. Any vacancies occurring in the office by reason of resignation or otherwise may be filled for the unexpired term by a qualified person elected by the majority vote of the Division Council.

8.5 Delegation of Powers. The elected Officers of the Division may from time to time delegate the exercise of their powers to such salaried employees or agents of the HMA Board or of the Division. In any such case the elected officer shall remain responsible to ensuring that the assigned duties are properly discharged.

Article IX

Standing Committees and Standing Resolutions

9.1 Standing Committees. The Division Council may establish and appoint Standing Committees from time to time to accomplish the purpose of the Division. Each Standing Committee shall include at least one Regular Member.

9.2 Standing Resolutions. The Division Council may adopt, amend or rescind such Standing Resolutions from time to time to accomplish the purpose of the Division. Standing Resolutions shall be adopted to establish Standing Committees, and to deal with other such matters as are necessary, appropriate or helpful to carry out the purpose of the Division.

Article X

Order of Business and Rules

10.1 Order of business. The order of business for Annual and Special Meetings of the Division shall be as decided by the President.

10.2 Rules. Robert's Rules of Order (latest edition) shall govern in all cases not herein provided for.

Article XI

Amendment of Operating Guidelines

11.1 Amendments by Council and Members. Amendments to these Operating Guidelines may be proposed by the Division Council by a two-thirds vote of those council members present and voting. Following such a proposal, these Operating Guidelines may, at any duly constituted Annual or Special Meeting of the Division, be amended by changing, altering, suspending, supplementing or repealing the same, by a sixty (60) percent vote of the Regular Members present, but only if notice of a vote on such proposed amendment has been mailed to all Regular Members at least fifteen (15) days prior to such meeting.

11.2 Amendments by Division Council. These by-laws may also, except for this Section 11.2, be amended by changing, altering, suspending, supplementing, or repealing the same at any duly constituted regular or special meeting of the Division Council. Any amendment of these Operating Guidelines by the Division Council shall be subject to rescission by a sixty (60) percent vote of Regular Members. The Division Council shall not have any power to re-adopt any amendment previously adopted by the Division Council, which may have been rescinded by a vote of the Regular Members.