

**HOBBY MANUFACTURERS ASSOCIATION
Plastic & Die-Cast Division
Operating Procedures**

(REVISED OCTOBER 21, 2006)

ARTICLE I
Name

1.1 The name of the Division shall be the Plastic and Die-Cast Division of the Hobby Manufacturers Association

ARTICLE II
Objective of Division

2.1 The objective of the Division is to promote the growth of plastic and die-cast model-hobbies and represent those segments of the overall hobby 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 Coordinator who will issue the call therefore. Notice of the time and place of such a 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 a 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 Proxies. 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 any 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 Elections

5.1 Election and Terms of Council Members. At the Division's Annual Meeting nine **(9) Council members will be elected to serve two-year terms.** Upon expiration of those initial terms, and thereafter, **(6) Council members will be elected to serve two-year terms** and **(3) council members will be elected to serve three-year terms.** At or before each Annual meeting a number of Directors equal to that of those whose terms have expired shall be elected.

5.1.1 No more than one employee of any one parent company may serve on the council at any one time.

5.2 Assumption of duties. Council members' terms 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 reimbursement of expenses incurred in the performance of their duties as Council members.

5.3 Nominations for the Council. At least four 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 Mail Ballots. Annual election for the Council members shall be made by mail, email, or fax ballot, or by a combination of those 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 to be valid.

5.5 Special Elections. The Division Council may call for a special election of the general division membership should council vacancies occur not covered by Article 6.6 of these operating procedures and in accordance with procedures outlined in Article 5.

ARTICLE VI Division Council

6.1 Number of Council Members. The general management of this Division shall be vested in a Division Council consisting of nine **(9) members.** The Council members

shall be elected by the members of the Division at or before its annual meetings in accordance with the provisions of Section V hereof.

6.2 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 by the request of three board members addressed to the Council Coordinator, who will issue the call therefore. Notice of the time and place of such a 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 members of the Board is executed before or after such meeting. Whenever, in the judgment of the Division Council a non-binding mail poll of the 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.

6.3 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.

6.4 Absences. Any member of the Division Council unable to attend a meeting shall, in a letter addressed to Council Coordinator, state the reason for his absence. Any council member who is absent for more than two consecutive meetings without due cause is considered resigned from the HMA Plastics and Die Cast Council. The council alternate would then be deemed the voting council member and a new alternate would be chosen by the Council.

6.5 Resignation or removal of Council Members. Any Council member may resign at any time by giving written notice to the Council Coordinator. 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 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.

6.6 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.

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

6.8 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 the three Officers of the Division: a President, Vice President, and Secretary--Treasurer, each of whom shall take office immediately and serve for the ensuing year.

ARTICLE VII
Officers

7.1 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.

7.2 Vice President. The Vice President shall perform the accepted duties of a Vice President and shall be successor to the President in the event the President ceases to serve. The Vice President shall be an ex-officio voting member of all committees except the Nominating Committee.

7.3 Treasurer. The Treasurer shall perform the following duties:

The Treasurer shall supervise the keeping of accurate, detailed records 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 Treasurer shall report in writing the financial condition of the Division Council whenever requested to do so by the President or the 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 Treasurer shall submit for audit his books, records, vouchers, and any and all other papers in his possession called for, to an auditor or auditing committee designated by the Division Council.

7.4 Secretary. The Secretary shall attend all meetings of the Division and Division Council, keep a record of all proceedings, attest to documents, and perform such other duties as are usual for such an office and as may be assigned by the President or Division Council.

7.4 Resignation or Removal of Officers. Any Officer may resign at any time by giving written notice to the Division Council. 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. 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.

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

7.6 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 Division

as the Division Council may provide for the purpose. In any such case the elected Officer shall remain responsible to ensuring that the assigned duties are properly discharged.

ARTICLE VIII
Council Coordinator

8.1 Council Coordinator. When deemed necessary by the Division Council, and within the constraints of the budget of the Division, a Council Coordinator may be retained and paid by the Division Council as either an employee or agent of the Division. This Council Coordinator shall perform such duties as may be assigned to him by the President and Division Council. The Council Coordinator shall have a direct voice in the deliberations of the Division Council, and the right to recommend actions, but not the right to vote. The Council Coordinator shall be responsible to the President and the Division Council for the day-to-day management of the Council in accordance with policies defined by these Operating Guidelines and by the Division Council.

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 as are necessary to accomplish the purpose of the Division. Standing Resolutions shall be adopted to establish standing committees, and to deal with such other matters as are necessary, appropriate, or helpful to carry out the purposes 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 board members present and voting. Following such 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, by a two-thirds vote of the entire Division Council. Any amendment of these Operating Guidelines by the Division Council shall be subject to rescission by a sixty (60) percent vote of the 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.