

NATIONAL ASSOCIATION OF CHEMICAL DISTRIBUTORS

Regional Bylaws for Western, Central, and Southern Regions

ARTICLE I NAMES AND OFFICES

- SECTION 1. The name of the Organization shall be Region - of the National Association of Chemical Distributors.
- SECTION 2. The registered office of the Organization shall be at the registered office of the National Association of Chemical Distributors (NACD) in Arlington, Virginia.
- SECTION 3. The Organization shall be a voluntary, not-for-profit organization of Regular Members of NACD located in Region~ as that Region has been defined by NACD's Board of Directors.

ARTICLE II PURPOSES

- SECTION 1. The mission of Region (Insert Region Name Here) of NACD is to enhance and communicate the Professionalism and stewardship of the chemical distribution industry.

- SECTION 2. Region (Insert Region Name Here) of NACD shall be organized for the following purposes:

To constitute an entity whereby industrial chemical distribution businesses may cooperate with one another concerning the common problems, interests, goals, and purposes of their industry.

To advance the cause of its members by coordinating, cooperating with, and influencing administrative and legislative governmental activities on the federal, state, and local levels as they relate to the chemical distribution industry.

To gather and disseminate technical information concerning industrial chemical distribution industry processes, operations, and programs.

To encourage research which shall promote safety in storage, handling, transportation and distribution of industrial chemicals.

- SECTION 3. In furtherance of these purposes, but not in limitation thereof, Region (Insert Region Name Here) of NACD shall have power:

To foster methods to improve and promote industry quality processes and services provided by distributors through its own activities and programs and those of NACD and the Chemical Educational Foundation (CEF).

To identify, study, and resolve problems common to handling and distribution of chemical products.

To cooperate, to improve, and promote long distance carrier and local delivery services and to improve techniques for scheduling and shipping so as to reduce handling and transportation costs.

To develop and implement methods for establishing proper levels of inventory for customers and distributors and to better forecast needs to minimize periods of oversupply and undersupply.

To improve methods of sales promotion efforts locally, regionally, and nationally.

To cooperate towards more effective dissemination through seminars and workshops for distributors' sales personnel of new and improved technology.

To develop and foster improved business management practices on the part of the distributor.

To explore improved methods for cost control and general accounting practices.

To improve the position of the member companies with regard to proper insurance coverage and cost.

To cooperate in every lawful manner to discourage unbusinesslike methods wherever encountered and to emphasize that business relies on the excellence of its services and the quality of its products for success.

To disseminate information on safe practices in the handling and storage of chemicals, raw materials, equipment and containers.

To analyze and compile and disseminate information on laws and regulations of interest to the members, and to determine and make known to government the constructive and majority views of the membership relative to any such matters.

If the positions taken in such communications to the government should differ from the positions taken by NACD, the regional president will inform NACD in advance.

To engage in any lawful activities which will enhance the efficient and economic progress of the industry and inform the public of its scope and character.

ARTICLE III MEMBERSHIP

SECTION 1. Membership in Region (Insert Region Name Here) of NACD is open to any Regular Member of NACD (as defined in NACD's Bylaws and admitted to membership of NACD by its Board of Directors) which has a location in the Region as provided for by NACD's Bylaws.

REGIONAL MEMBERSHIP: Benefits of Regional Membership include:

1. Eligibility for a single Regional Officer from the units comprising the Regional Member.
2. Attendance at all Regional functions.
3. One vote per Regional Member of the Region on all issues.

SECTION 3. "RESERVED"

SECTION 4. "RESERVED"

SECTION 5. "RESERVED"

SECTION 6. "RESERVED"

SECTION 7. "RESERVED"

SECTION 8. "RESERVED"

ARTICLE IV
REGIONAL MEMBER GROUPS

SECTION 1. "RESERVED"

SECTION 2. "RESERVED"

SECTION 3. "RESERVED"

ARTICLE V
DUES

SECTION 1. "RESERVED"

SECTION 2. "RESERVED"

ARTICLE VI
MEETINGS

SECTION 1. There shall be an annual meeting of the Region for receiving the annual reports, and the transaction of other business. Notice of such meeting shall be mailed, faxed or e-mailed to the last recorded address of each Regional Member at least thirty (30) days before the time appointed for the meeting.

SECTION 2. Regular meetings of the Region shall be held as designated by the Officers of the Region. Notice of time and place shall be mailed, faxed or e-mailed to each Regional Member at its last recorded address at least thirty (30) days in advance of each meeting, with a statement of time, place, and information as to the subject to be considered.

- SECTION 3. Special meetings of the Region may be called by the President of the Region upon written request of five Regional Members. Notice of any special meeting shall be mailed, faxed or e-mailed to each member at its last recorded address at least ten (10) days in advance, with a statement of time and place and information as to the subject or subjects to be considered.
- SECTION 4. The members present at any meeting of the Region shall constitute a quorum.
- SECTION 5. The usual parliamentary rules as laid down in *Robert's Rules of Order* shall govern all deliberations, when not in conflict with these Bylaws.

ARTICLE VII ELECTION OF OFFICERS

- SECTION 1. At the annual meeting held on each even numbered year and every two years thereafter, there shall be elected a President, Vice President, Secretary and Treasurer. The Officers are elected by a majority of the votes cast by the members of the Region.
- SECTION 2. All newly elected Officers shall, upon completion of the election meeting, take office immediately.

ARTICLE VIII GOVERNANCE

- SECTION 1. The Regional Officers shall have supervision, control, and direction of the affairs of the Region, shall determine its policies, shall actively execute its purposes and shall have discretion in the disbursement of its funds. They may adopt such rules and regulations for the conduct of their business as shall be deemed lawful and advisable, and may, in the execution of the powers granted, appoint such agents as they may consider necessary.
- SECTION 2. "RESERVED"
- SECTION 3. The Regional Officers shall have a regular meeting at the time and place of the annual meeting of the Region, or upon call of the President at such times and places as he may designate. Notice of all meetings of the Regional Officers shall be sent by mail, fax or e-mail to each Regional Officer at the last recorded address at least ten (10) days in advance of such meetings.
- Any meeting provided for in this Section may be conducted by telephone conference call or other like means provided that the notice provision of this Section and quorum provision of Section 4 are followed.
- SECTION 4. A majority of all officers shall constitute a quorum at any meeting of the Officers. Any less number may adjourn from time to time until a quorum is present.
- SECTION 5. "RESERVED"

- SECTION 6. Officers, as such, shall not receive any compensation for their services as Officers, but the Officers may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties.
- SECTION 7. Any Officer may resign at any time by giving written notice to the President, or to the Vice President. Such resignation shall take effect at the time specified therein, or, if none is specified, at the time of acceptance thereof as determined by the President. Any Officer may be removed by a majority vote of the members at any regular or special meeting of the Region at which a quorum is present, provided that the proposal to remove an Officer was specifically listed as an agenda item.
- SECTION 8. "RESERVED"
- SECTION 9. Any vacancies among the Officers that may occur by reason of death, resignation, or otherwise shall be filled as follows: Vice President shall assume office of President- all other vacancies shall be filled by special election by members of the Region.

ARTICLE IX ELECTED OFFICERS

- SECTION 1. The elected Officers of the Region shall be the President, Vice President, Secretary and Treasurer.
- SECTION 2. Each elected Officer shall serve for a term of two years or until his successor is duly elected and qualified.
- SECTION 3. The President shall be considered the principal elected and Chief Executive Officer of the Region and shall preside at meetings of the Region, and shall represent the Region as appropriate. The President shall be a member ex officio, with right to vote, of all committees, except the Nominating Committee. The President shall possess the qualifications provided for in Article VIII, Section 2 of the NACD Bylaws.
- SECTION 4. The Vice President may be delegated by the President to perform his duties, in the event of his temporary disability or absence from meetings, and shall have such other duties as the President may assign.
- SECTION 5. The Treasurer shall keep an account of all moneys received and expended for the use of the Region. He shall make a report at the annual meeting of the Region or when called upon by the President. The funds, books, and vouchers in his hands shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection by the Officers. The Treasurer shall be subject to such additional duties as may be prescribed by the Officers.

The Treasurer shall be responsible to provide all necessary financial documentation to NACD headquarters for filing of the necessary tax returns. If a region is separately incorporated and has its own corporate entity, the Treasurer shall be responsible for filing all necessary federal, state and local tax returns.

SECTION 6. The Secretary shall keep a written record of all Officers' and Regional meetings.

ARTICLE X
PRESIDENT AND COO

SECTION 1. "RESERVED"

SECTION 2. "RESERVED"

ARTICLE XI
COMMITTEES

SECTION 1. The President, subject to the approval of the other Officers, shall annually appoint such standing, special, or subcommittees as may be required by the Bylaws or as he may find necessary.

SECTION 2. "RESERVED"

SECTION 3. "RESERVED"

ARTICLE XII
VOTING

SECTION 1. Each Regional Member shall have one vote.

SECTION 2. Voting for all Regional Officers shall take place at a properly convened meeting of the Region, by mail, fax or e-mail.

SECTION 3. "RESERVED"

SECTION 4. "RESERVED"

ARTICLE XIII
FISCAL YEAR

SECTION 1. The fiscal year shall commence on the first day of July and shall end on the thirtieth day of June.

ARTICLE XIV
AMENDMENTS

SECTION 1. These Bylaws have been approved by NACD's Board of Directors and may be amended, repealed or altered in whole or in part only by NACD, by a three quarters majority vote of the entire Board of Directors of NACD at any scheduled meeting of the Board of Directors, provided that a notice of any amendment proposed for consideration shall be published to the membership at least thirty (30) days prior to the date of the meeting.

ARTICLE XV
CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

SECTION 1. The Officers of the Region may authorize any Regional Officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Region, and such authority may be general or confined to specific instances.

SECTION 2. "RESERVED"

SECTION 3. "RESERVED"

SECTION 4. All funds of the Region shall be deposited to the credit of the Region in such banks, trust companies, or other depositories as the Officers may select, but all such transactions shall be subject to review by NACD's Treasurer.

ARTICLE XVI
BOOKS AND RECORDS

SECTION 1. The Region shall keep correct and complete books and records of accounts in accordance with generally accepted business practices and shall also keep minutes of the proceedings of its Officers' and regional meetings. All books and records of the organization may be inspected by NACD, its Treasurer or Chairman.

ARTICLE XVII
SEAL

SECTION 1. "RESERVED"

ARTICLE XVIII
INDEMNIFICATION

SECTION 1. "RESERVED"

ARTICLE XIX
DISSOLUTION

SECTION 1. The Region shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Region. On dissolution of the Region, any funds remaining shall be distributed to NACD.