



The Aluminum Association Bylaws

As amended September 30, 2016

The Aluminum Association, Inc.

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Article I

Members

Section 1. **Classes of Members.** There shall be five classes of members in the Association, namely, Active Producer Members, Active Foundry Members, Associate Members, Individual Members, and Honorary Members. Except as expressly set forth in these Bylaws, only Active Producer Members and Active Foundry Members shall have the right to vote at meetings of the Association. Active Producer Members and Active Foundry Members are referred to collectively herein as Active Members.

(a) **Active Producer Members.** Any individual, firm or corporation engaged in the manufacture of any one of the following aluminum products shall be eligible as an Active Producer Member in the Association: primary aluminum, secondary aluminum; aluminum plate and sheet; aluminum extruded products, including shapes, rod, bar, tubing (extruded and drawn), pipe, conduit and other extruded products; aluminum forgings and impacts; aluminum rolled bar and rod, and bare wire; aluminum electrical conductor and makers of aluminum electrical connectors; aluminum foil; aluminum powder and paste; processors of new and old scrap; aluminum master alloys. Additional products may be added to the foregoing list by a majority vote of the Board of Directors.

(b) **Active Foundry Members.** Any individual, firm or corporation engaged in the manufacture of any one of the following aluminum products shall be eligible as an Active Foundry Member in the Association: aluminum piston castings; aluminum permanent or semi-permanent mold castings; aluminum sand castings; or aluminum die castings. Additional products may be added to the foregoing list by a majority vote of the Board of Directors.

(c) **Associate Members.** Any individual, firm or corporation that is a supplier of goods or services to the aluminum industry, has a direct and substantial interest in the aluminum industry, and is ineligible to be an Active Producer Member or an Active Foundry Member, shall be eligible as an Associate Member—Suppliers. Any individual, firm or corporation that provides value in the supply chain between the aluminum producer and the ultimate end user, including but not limited to providing levels of inventory, processing, delivery options, assumption of credit risk, and other services as required to support the needs of the end user, and is ineligible to be an Active Producer Member or an Active Foundry Member, shall be eligible as an Associate Member—Distributors and Jobbers.

(d) **Individual Members.** Any person who has a substantial background, connection, or demonstrated expertise in the aluminum industry, including without limitation in the production, sale, design, analysis, or study of aluminum products or processes, or in public policy or public affairs issues involving the aluminum industry, shall be eligible as an Individual Member in the Association. The number of Individual Members shall be limited to five at any one time. Individual Members must be nominated by the President and Officers of the Association, and approved by the Board of Directors. Individual Members shall pay dues as determined by the

Board of Directors. Individual Members may serve on product divisions, committees, and advisory groups. Individual Members may not serve as chairpersons of product divisions, committees, and advisory groups. Individual Members may not vote at meetings of Association members. Individual Members may not serve as Officers or Directors of the Association. Individual Members may not be currently employed by a Member of the Association. Individual Members may not be current employees of an entity that is not a Member of the Association but is eligible to become a Member. Individual Members shall serve for a period of two years, and may be reappointed by the President and Officers of the Association.

e) **Honorary Members.** Any individual who has given distinguished service to the Association or to the aluminum industry may become an Honorary Member. The criteria for becoming an Honorary Member of The Aluminum Association are as follows:

1. Must have retired.
2. Must have (i) served as Chairman of the Board of Directors; or (ii) actively participated during at least seven years in The Aluminum Association and provided distinguished service as a member of one of the Board Committees or as chairman of a product division, committee or advisory group; or (iii) provided extraordinary service to The Aluminum Association and the industry.
3. Must be elected by a majority vote of the Board of Directors.
4. Honorary Members shall pay no dues.

Section 2. **Applications for Membership.** Applications for membership shall be in writing on forms provided by the Secretary. An applicant for membership may be elected to membership in the Association by a majority vote of the Board of Directors.

Section 3. **Representatives.** Each Active Member may have one or more representatives attend the meetings of the Association and participate in the affairs of the Association. Said representatives shall be eligible to hold any office in the Association or any division thereof, and shall be eligible to serve on any committee or advisory group of the Association.

Section 4. **Withdrawal from membership.** Any member may withdraw from the Association by giving notice in writing to the Secretary, provided that the withdrawing member shall pay all dues and other obligations to the Association for the entire calendar year in which such notice is given, if the member gives such notice on or prior to June 30 of that year. If the withdrawing member gives such notice after June 30 of that year, that member shall pay all dues and other obligations to the Association for that entire calendar year, and shall also pay all dues and other obligations to the Association for the following calendar year. Any member so withdrawing shall forfeit all rights and privileges of membership in the Association.

Section 5. **Nonpayment of Obligations.** If a member shall fail to make payment of any obligation due the Association within three months after the same shall become due and payable, the Secretary may notify the said member by Registered Mail giving the member thirty days in which to pay the obligation. If said obligation is not paid within said thirty-day period, or if within the thirty-day period the member does not make a request in writing addressed to the Board of Directors for a hearing, then such member may be dropped from membership in the Association.

In the event such member, within said thirty-day period, shall request in writing addressed to the Board of Directors a hearing, the Board of Directors may itself hold such a hearing and after such a hearing or a report of such hearing may, by majority vote, terminate the membership of said member in the Association.

Section 6. **Termination of Membership.** A member shall be dropped from membership in the Association by a majority vote of the Board of Directors after due notice and proper hearing when the member no longer meets the requirements of membership as set forth in this Article.

Section 7. **Forfeiture of Rights.** Any member dropped from membership, or whose membership in the Association is terminated, shall forfeit all of the rights and privileges of membership in the Association.

Article II

Meetings of Members

Section 1. **Place of Meetings.** Meetings of members for any purpose may be held at such place or places, either within or without the State of Delaware, as shall be specified in the notices thereof.

Section 2. **Annual Meeting.** The Annual Meeting of the members shall be held in September or October in each year or on such date as may otherwise be determined by the Board of Directors. At such meeting, the Active Members and Associate Members, to the extent permitted by these Bylaws, shall elect Directors and the Active Members shall elect the Officers and transact such other business as may properly come before the meeting.

Section 3. **Spring Meeting.** There shall be a Spring Meeting in addition to the Annual Meeting. The Spring Meeting of the Association shall be held in March through June of each year or on such date as may otherwise be determined by the Board of Directors.

Section 4. **Other Meetings.** Meetings of the members may be called at any time by the Board of Directors, the Chair or the Vice Chair. Such meetings shall be called by the Chair, the Vice Chair or the Secretary at the written request of any ten Active Members of the Association.

Section 5. **Notice of Meetings.** Written notice of the Annual Meeting, the Spring Meeting and each special meeting of the members shall be given to each person who is a member of

record on the day before such notice is to be transmitted or on such other record date as may be fixed by the Directors. Such notice shall be transmitted not less than ten nor more than sixty days prior to the meeting, and shall state the time and place and, in the case of a special meeting, the purpose or purposes of the meeting. Notice need not be given, however, to any member who submits in person or by proxy a signed waiver of notice, before or after the meeting, or who attends the meeting in person or by proxy without protesting the lack of notice. Notice of any meeting of the members may be transmitted by mail, private delivery service, facsimile, electronic mail, or any other means reasonably calculated to provide adequate notice of the meeting.

Section 6. **Quorum.** At all meetings of members, one-third of the Active Members, whether present in person or represented by proxy, shall constitute a quorum for the transaction of business, except as otherwise provided by statute, the Certificate of Incorporation or by these Bylaws. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any member.

Section 7. **Voting.** (a) At all meetings of members, each Active Member shall have one vote with respect to each matter presented at the meeting and may vote in person or by proxy. Associate Members shall have one vote for the sole purpose of electing the Associate Member representatives to the Board of Directors and may vote in person or by proxy. Honorary Members shall have no voting power. Where two or more members are affiliated, all such affiliated members shall be entitled to only one vote among them. For purposes of these Bylaws, members shall be deemed to be affiliated when they are controlling, controlled by or under common control with another member.

(b) When a quorum is once present at any meeting of members, a majority of the votes cast, whether in person or represented by proxy, shall decide any question or proposed action brought before such meeting, unless the question or action is one upon which a different vote is required by express provision of statute, the Certificate of Incorporation or these Bylaws, in which case such provision shall govern the vote on the decision of such question or action.

Section 8. **Action by Written Consent of Active Members.** Any action of the Active Members or Associate Members required or permitted to be taken at any regular or special meeting thereof may be taken without any such meeting, vote or notice of meeting if a consent in writing setting forth the action thereby taken is signed by the Active Members and/or Associate Members having not less than the number of votes that would have been necessary to authorize such action at a meeting at which all Active Members and Associate Members entitled to vote were present and voted. Prompt notice of the taking of such action shall be given to any Active Members entitled to vote who have not so consented in writing.

Section 9. **Adjourned Meetings.** Any meeting of members may be adjourned to a designated time and place by a vote of a majority in interest of the Active Members present in person or by proxy and entitled to vote, even though less than a quorum is

present, or by the Chair or Vice Chair if a quorum of Active Members is not present. No notice of such adjourned meeting need be given, other than by announcement at the meeting at which adjournment is taken, and any business may be transacted at the adjourned meeting which might have been transacted at the meeting as originally called. However, if such adjournment is for more than thirty days or if after such adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Active Member entitled to vote at such a meeting.

Article III

Directors

Section 1. **Board of Directors.** The management of the affairs, property and business of the Association shall be vested in a Board of Directors, the members of which shall be individuals who are Active Members of the Association or individuals who are representatives of Active Members of the Association or, under certain circumstances, as provided in these Bylaws, Associate Members of the Association or individuals who are representatives of Associate Members of the Association. An Active or Associate Member may designate a person who is not an employee of the Member as its representative for purposes of this Section.

Section 2. **Number.** (a) The board of Directors shall be comprised of twenty-two Directors elected by the Active Members of the Association and two Directors elected by the Active Members and Associate Members of the Association acting as a class, but the number of Directors may be increased or decreased at any time by resolution of the Board of Directors.

(b) For the purpose of this section, where one or more Active Members of the Association are subsidiaries of another Active Member of the Association or one or more Associate Members of the Association are subsidiaries of another Associate member of the Association, the parent and its subsidiaries shall be considered as one Active Member or Associate Member, respectively, of the Association; where one or more Active Members of the Association are controlled by a person, firm or corporation that is not an Active Member of the Association, such subsidiary Active Members shall be considered as one Active Member of the Association. Where one or more Associate Members of the Association are controlled by a person, firm or corporation that is not an Associate Member of the Association, such subsidiary Associate Members shall be considered as one Associate Member of the Association.

Section 3. **Election and Term of Directors.** At each Annual Meeting of the members, the Active Members and Associate Members, as expressly set forth in these Bylaws, shall elect Directors to hold office until the expiration of their terms and until their successors have been elected and qualified or until their earlier resignation or removal.

Section 4. **Resignation.** A Director may resign at any time by giving written notice to the Board of Directors, the Chair, the Vice

Chair, the President, or the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board of Directors or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section 5. **Removal of Directors.** Any or all of the Directors may be removed for cause by the Active Members or, in the case of the two Directors for which the Associate Members are entitled to vote, by the Active Members and Associate Members acting as one class, or by the Board of Directors.

Section 6. **Classification.** The Directors of the Association elected solely by the Active Members shall be classified with respect to the time for which they shall hold office by dividing them into three classes, such classes to be as nearly as possible equal in number, with the term of office of Directors of the first class to expire at the Annual Meeting next ensuing, of the second class one year thereafter; and at each annual election held after the classification and election provided for herein, directors shall be chosen for a full three-year term to succeed those whose terms expire. The Directors of the Association elected by the Active Members and the Associate Members voting as a class shall serve terms of office of one year and shall be subject to reelection at each Annual Meeting.

Newly-created directorships resulting from an increase in the number of Directors or vacancies occurring in the Board of Directors may be filled by a vote of the majority of the Directors then in office, although less than a quorum. A Director elected to fill any vacancy, except a vacancy caused by the creation of additional directorships, shall hold office for the balance of the unexpired term of the Director whose position is vacant, and until his successor has been elected and qualified.

Any additional Director or Directors elected to fill a vacancy created by an increase in the number of Directors, shall be so classified and elected for such term that all the classes of directors after making such increase shall be as nearly as possible equal.

Section 7. **Annual and Regular Meetings.** (a) The Annual Meeting of the Board of Directors shall be held at the time of the Annual Meeting of the members. No notice to the Directors shall be required for the Annual Meeting.

(b) The Board of Directors shall hold meetings at such times and places as may be determined by the Chair or Vice Chair of the Association or a majority of the Board of Directors. Notice of any meeting of the Board of Directors may be transmitted by mail, private delivery service, facsimile, electronic mail, or any other means reasonably calculated to provide adequate notice of the meeting at least ten days before the date of the meeting.

Notice of any Board of Directors meetings need not be given to any Director who submits a signed waiver of notice, before or after the meeting, or who attends the meeting without protesting the lack of notice.

Any meeting of the Board of Directors, including Annual, regular, and special meetings, may be conducted by conference telephone call, or by use of other technologies that allow Directors to communicate with each other in the course of the meeting.

Section 8. **Special Meetings.** Special meetings of the Board of Directors may be called by the Chair, by the Vice Chair or by any three Directors. Notices of all special meetings of the Board of Directors shall state the purpose of the special meeting, and may be transmitted by mail, private delivery service, facsimile, electronic mail, or any other means reasonably calculated to provide adequate notice of the meeting at least ten days before the date of the meeting.

Notice of any special meeting need not be given to any Director who submits a signed waiver of notice, before or after the meetings, or who attends the meeting without protesting the lack of notice.

Section 9. **Adjourned Meetings.** A majority of the Directors present, whether or not a quorum, may adjourn any meeting of the Board of Directors to another time and place. Notice of such adjourned meeting need not be given if the time and place thereof are announced at the meeting at which the adjournment is taken.

Section 10. **Quorum of Directors.** A majority of the Board of Directors present in person or by proxy shall constitute a quorum for the transaction of business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Director.

Section 11. **Action of the Board of Directors.** 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.

Section 12. **Action by Written Consent of Directors.** Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent thereto is signed by all members of the Board of Directors or of such committee, and such written consent is filed with the minutes or proceedings of the Board of Directors or committee.

Section 13. **Compensation.** No compensation shall be paid to Directors, as such, for their services.

Article IV

Officers

Section 1. **Officers.** The principal officers of the Association shall be a Chair, a Vice Chair, a Second Vice Chair, a President, a Treasurer and a Secretary. The same person may be both Secretary and Treasurer.

Section 2. **The Chair.** The Chair of the Association shall be elected from among the Directors by the Active Members at alternating Annual Meetings of the Association and shall hold office

for a term of two years or until he or she earlier ceases to be a Director. Only an Active Member or a representative of an Active Member may hold the office of Chair and if the Chair ceases to be an Active Member or representative of an Active Member he or she shall concurrently cease to be the Chair, as the case may be. A person shall be deemed to have been elected Chair of the Association when he or she shall have received a plurality of the votes cast by the Active Members in person or by proxy.

Section 3. The Vice Chair and the Second Vice Chair.

The Vice Chair and the Second Vice Chair of the Association shall be elected from among the Directors by the Active Members at alternating Annual Meetings of the Association and shall hold office for a term of two years or until he or she earlier ceases to be a Director. Only an Active Member or a representative of an Active Member may hold the office of Vice Chair or Second Vice Chair and if the Vice Chair or Second Vice Chair ceases to be an Active Member or representative of an Active Member he or she shall concurrently cease to be the Vice Chair or Second Vice Chair, as the case may be. A person shall be deemed to have been elected Vice Chair or Second Vice Chair of the Association when he or she shall have received a plurality of the votes cast by the Active Members in person or by proxy.

Section 4. The President. The President shall be appointed by the Board of Directors and shall hold this office at the pleasure of the Board of Directors.

Section 5. Treasurer, Secretary and Other Officers. The Executive Committee of the Board of Directors may appoint the Treasurer and the Secretary and such other officers as it may determine who shall hold their respective offices at the pleasure of the Board of Directors and shall have such duties as the Board of Directors may from time to time determine. Any number of such other offices may be held by the same person. The Executive Committee may exercise this authority at either a regular or special meeting of the committee or by letter or telephone; provided, however, that mail or telephone actions must be confirmed in writing by a majority of the members of the committee; and, provided further that all acts of said committee shall be reported to the Board of Directors no later than fourteen (14) days after the date of such action has been decided by the committee.

Section 6. Duties of the Chair. The Chair shall be responsible for the overall direction and policies of the Association. The Chair shall exercise supervision over the affairs and the activities of the Association, subject to the control and the direction of the Board of Directors. He or she shall preside at all meetings of the Board of Directors and at all meetings of the membership of the Association; and he or she shall be a member *ex officio* of all committees or advisory groups, and in general shall perform all duties incident to the office of Chair, and such other duties as may be assigned from time to time by the Board of Directors. The Chair may appoint an Advisory Council to advise and make recommendations with respect to current and long range plans and activities of the Association.

Section 7. Duties of the Vice Chair and Second Vice Chair. The Vice Chair shall assist the Chair with the supervision of the affairs and the activities of the Association, subject to the

control and the direction of the Board of Directors. In the absence or unavailability of the Chair, the Vice Chair shall perform any and all duties of the Chair. The Vice Chair shall perform all duties as may be assigned from time to time by the Chair and/or the Board of Directors. The Second Vice Chair shall assist the Chair and the Vice Chair with the supervision of the affairs and activities of the Association, subject to the control and direction of the Board of Directors. In the absence or unavailability of the Chair and the Vice Chair, the Second Vice Chair shall perform any and all of the duties of the Chair and the Vice Chair. The Second Vice Chair shall perform all duties as may be assigned from time to time by the Chair, the Vice Chair, and/or the Board of Directors.

Section 8. Duties of the President. The President shall be the chief executive officer of the Association. The President shall be the senior executive of the full-time paid staff and shall direct the daily activities of the staff in implementing the plans and recommendations of the Board of Directors, with the advice and counsel of the Chair. The President shall be responsible to the Chair, the Vice Chair, the Second Vice Chair, and the Board of Directors; and shall have such other duties as shall be assigned from time to time by the Chair, the Vice Chair, the Second Vice Chair, or the Board of Directors.

Section 9. Duties of the Treasurer. The Treasurer shall keep full and accurate accounts of all the receipts and the disbursements of the Association and shall deposit all moneys and valuables in the name of and to the credit of the Association in such banks or depositories as the Board of Directors shall designate. He or she shall perform such duties as are usually incident to the office of Treasurer and shall have such other duties as shall be assigned from time to time by the Board of Directors.

Section 10. Duties of the Secretary. The Secretary shall keep records of the votes, doings and proceedings of all meetings of the Association and of the Board of Directors. The Secretary shall send out all notices required by these Bylaws. The Secretary shall perform such duties as are usually incident to the office of Secretary and shall have such duties as shall be assigned from time to time by the Board of Directors.

Section 11. Surety Bond. The Treasurer and such other officers as may be necessary shall furnish a surety bond in such form and amount as the Board of Directors may require for the faithful performance of their respective duties. The premium for such bonds shall be paid for by the Association.

Section 12. Term of Officers. All officers shall be elected or appointed to hold office for the term for which they are elected or appointed and until their successors, if any, have been elected or appointed and qualified, or until their earlier resignation or removal.

Section 13. Resignation of Officers. Any officer may resign at any time by giving written notice to the Board of Directors, the Chair, the Vice Chair, the Second Vice Chair, or the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

Section 14. **Removal of Officers.** The Board of Directors or Executive Committee may remove such officers elected or appointed by the committee with or without cause. Any removal of such officers by the Executive Committee shall be subject to ratification or approval by the Board of Directors. Any vacancy occurring in any office by reason of death, resignation, removal or otherwise may be filled by the Executive Committee. The Executive Committee may exercise this authority at either a regular or special meeting of the committee or by letter or telephone; provided, however, that mail or telephone actions must be confirmed in writing by a majority of the members of the committee; and, provided further that all acts of said committee shall be reported to the Board of Directors no later than fourteen (14) days after the date of such action has been decided by the committee.

The President of the Association shall not be removed except by the Board of Directors with or without cause.

Article V

Standing Committees

Section 1. **Executive Committee.**

A. **Authorization.** The Executive Committee shall be a Committee of the Board of Directors.

B. **Composition.** The Executive Committee shall consist of no fewer than seven and no more than fifteen members, in addition to the President of the Association. Members of the Executive Committee shall be Directors of the Association. The Chair, Vice Chair, and Second Vice Chair of the Association shall be members of the Executive Committee. Members of the Executive Committee shall be appointed by the Chair of the Association. The Vice Chair of the Association shall serve as chair of the Executive Committee. The President shall be an *ex officio* member of the Executive Committee, without vote. The Board of Directors shall review and approve the membership of the Executive Committee at the Board's meeting at the Association's Annual Meeting.

C. **Meetings and Actions.** The Executive Committee shall meet immediately prior to the Annual Meeting of the Board of Directors, and at such other times and locations as may be called by the Chair of the Association or by the Chair of the Executive Committee. Meetings may also be called by a majority of the serving members of the Executive Committee. Notice of meetings of the Executive Committee may be given by mail, private delivery service, facsimile, electronic mail, or any other means reasonably calculated to provide adequate notice of the meeting. A majority of the serving members of the Executive Committee, present in person or by proxy, shall constitute a quorum for the transaction of business. The vote of a majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any member. The Executive Com-

mittee may meet in person, by telephone, or by the use of any communications device that allows the members to be audible to each other. The Executive Committee may act by written consent (which may be communicated by electronic mail), provided that such written consent is signed by all serving members of the Executive Committee.

D. Powers and Responsibilities. In addition to the powers and responsibilities given to the Executive Committee in other sections of the Bylaws, the Executive Committee shall be responsible for making recommendations to the Board with regard to the following matters, without limitation: the strategic direction of the Association; the Association's vision and mission statements; the Association's budget; the Association's dues; the Association's organizational structure; candidates to fill vacancies on the Board; amendments to the Bylaws; and any other matters referred to the Executive Committee by the Board. The powers and responsibilities of the Executive Committee shall not diminish or conflict with the powers and responsibilities of the Board. The Chair of the Executive Committee shall provide a report to the Board at the Board's meetings at the Association's Annual and Spring meetings. The Executive Committee shall review this Article annually and provide a report to the Board.

E. Resignation and Removal. Any member of the Executive Committee may, by notice in writing to the Board of Directors, resign at any time. Any member of the Executive Committee may be removed by majority vote of the Board of Directors.

Section 2. **Finance Committee.**

A. Authorization. The Finance Committee shall be a standing Committee of the Association.

B. Composition. The Finance Committee shall consist of no fewer than five and no more than ten members. Members of the Finance Committee shall be representatives of Active Members or Associate Members of the Association. The Chair and members of the Finance Committee shall be appointed by the Chair of the Association. The Treasurer shall be an *ex officio* member of the Finance Committee, without vote. The Board of Directors shall review and approve or disapprove the membership of the Finance Committee at the Board's meeting at the Association's Annual Meeting.

C. Meetings and Actions. The Finance Committee shall meet immediately prior to the Annual Meeting of the Board of Directors, and at such other times and locations as may be called by the Chair of the Association or by the Chair of the Finance Committee. Meetings may also be called by a majority of the serving members of the Finance Committee. Notice of meetings of the Finance Committee may be given by mail, private delivery service, facsimile, electronic mail, or any other means reasonably calculated to provide adequate notice of the meeting. A majority of the serving members of the Finance Committee, present in person or by proxy, shall constitute a quorum for the transaction of business. The vote of a majority of the members of the Finance Committee present at a meeting at which a quorum is present shall be the act of the Finance Committee. When a quorum is once present to

organize a meeting, it is not broken by the subsequent withdrawal of any member. The Finance Committee may meet in person, by telephone, or by the use of any communications device that allows the members to be audible to each other. The Finance Committee may act by written consent (which may be communicated by electronic mail), provided that such written consent is signed by all serving members of the Finance Committee.

D. Powers and Responsibilities. The Finance Committee shall be responsible for making recommendations to the Board and the Executive Committee with regard to the following matters, without limitation: the Association's budget; the Association's dues; the Association's financial policies and practices; audits and other reviews of the Association's financial position; the Association's employee benefits; and any other matters referred to the Finance Committee by the Board or by the Executive Committee. The powers and responsibilities of the Finance Committee shall not diminish or conflict with the powers and responsibilities of the Board or the Executive Committee. The Chair of the Finance Committee shall provide a report to the Board and the Executive Committee at the Association's Annual and Spring meetings. The Finance Committee shall review this Article annually and provide a report to the Executive Committee.

E. Resignation and Removal. Any member of the Finance Committee may, by notice in writing to the Board of Directors, resign at any time. Any member of the Finance Committee may be removed by majority vote of the Board of Directors.

Section 3. **Legal Audit Committee.**

A. Authorization. The Legal Audit Committee shall be a standing Committee of the Association.

B. Composition. The Legal Audit Committee shall consist of no fewer than six and no more than ten members. Members of the Legal Audit Committee shall be representatives of Active Members or Associate Members of the Association. The Chair and members of the Legal Audit Committee shall be appointed by the Chair of the Association. The President shall be an *ex officio* member of the Legal Audit Committee, without vote. The Board of Directors shall review and approve or disapprove the membership of the Legal Audit Committee at the Board's meeting at the Association's Annual Meeting.

C. Meetings and Actions. The Legal Audit Committee shall meet twice annually, and at such other times and locations as may be called by the Chair of the Association or by the Chair of the Legal Audit Committee. Meetings may also be called by a majority of the serving members of the Legal Audit Committee. Notice of meetings of the Legal Audit Committee may be given by mail, private delivery service, facsimile, electronic mail, or any other means reasonably calculated to provide adequate notice of the meeting. A majority of the serving members of the Legal Audit Committee, present in person or by proxy, shall constitute a quorum for the transaction of business. The vote of a majority of the members of the Legal Audit Committee present at a meeting at which a quorum is present shall be the act of the Legal Audit Committee. When a quorum is once present to organize a meet-

ing, it is not broken by the subsequent withdrawal of any member. The Legal Audit Committee may meet in person, by telephone, or by the use of any communications device that allows the members to be audible to each other. The Legal Audit Committee may act by written consent (which may be communicated by electronic mail), provided that such written consent is signed by all serving members of the Legal Audit Committee.

D. Powers and Responsibilities. The Legal Audit Committee shall be responsible for making recommendations to the Board and the Executive Committee with regard to the following matters, without limitation: the Association's Bylaws; the Association's governance policies and documents; the Association's policies and practices for legal compliance and risk management; claims that have been or may be asserted against the Association; the conduct of litigation to which the Association is or may be a party; and any other matters referred to the Legal Audit Committee by the Board or by the Executive Committee. The powers and responsibilities of the Legal Audit Committee shall not diminish or conflict with the powers and responsibilities of the Board or the Executive Committee.

The Legal Audit Committee shall provide a report to the Board and the Executive Committee at the Association's Annual and Spring meetings. The Legal Audit Committee shall review this Article annually and provide a report to the Executive Committee.

E. Resignation and Removal. Any member of the Legal Audit Committee may, by notice in writing to the Board of Directors, resign at any time. Any member of the Legal Audit Committee may be removed by majority vote of the Board of Directors.

Section 4. **Other Standing Committees.** The Association may have such other standing committees as the Board of Directors authorizes.

Article VI

Product Divisions

Section 1. **Product Divisions.** The Association may consist of the following Product Divisions:

Primary aluminum

Secondary aluminum

Aluminum plate and sheet

Aluminum extruded products, including shapes, rod, bar, tubing (extruded and drawn), pipe, conduit and other extruded products.

This division shall be called the Aluminum Extruded Products Division.

Aluminum forgings and impacts

Aluminum bar, rod and bare wire

Aluminum electrical

Aluminum foil

Aluminum piston castings

Aluminum powder and paste

Aluminum permanent and/or semi-permanent mold castings and/or aluminum sand castings. This division shall be called the Aluminum Foundry Division.

Aluminum permanent and/or semi-permanent mold castings and/or aluminum sand castings for the jobbing industry. This division shall be called the Aluminum Jobbing Foundry Division.

Aluminum die castings

Processors of new and old scrap

Aluminum master alloy and additives

Product divisions may be divided or combined and additional product divisions may be added upon a majority vote of the Board of Directors.

Section 2. **Activities.** Members of any product division may, subject to the approval of the Board of Directors, establish an active organization and adopt a cost/revenue budget of such division for the furtherance of the interests of the division, not inconsistent with these Bylaws.

Any Active Member of the Association producing the product of a product division shall be entitled to membership in such division or divisions, and to designate a representative or representatives to attend such product division meetings.

A product division establishing and maintaining an active organization of the division shall be known as an Active Product Division.

The Board of Directors may at any time question and determine whether a product division is an Active Product Division.

Section 3. **Meetings.** Representation by proxy shall be permissible in meetings of the Active Product Divisions. Such proxy shall be in writing.

Section 4. **Adoption of Bylaws.** Any product division may adopt Bylaws and rules not inconsistent with these Bylaws for the regulation of its affairs, subject to the approval of the Board of Directors at its discretion.

Section 5. **Product Division Chairs.** Each product division shall elect a chair, subject to the approval of the Chair of the Association.

Section 6. **Product Division Charters.** Each product division shall adopt a charter, which shall include a vision statement, a mission statement, and a statement of responsibilities. Each product division shall review its charter annually, and shall report the results of that review to the Executive Committee.

Article VII Committees and Advisory Groups

Section 1. **Committees and Advisory Groups.** The Board of Directors may establish from time to time such committees and advisory groups as it shall consider appropriate to carry out the activities of the Association. Such groups shall have the authority conferred on them from time to time by the Board of Directors.

Section 2. **Meetings.** Representation by proxy shall be permissible in meetings of committees or advisory group. Such proxy shall be in writing.

Section 3. **Adoption of Bylaws.** Any committee or advisory group may adopt bylaws and rules not inconsistent with these Bylaws for the regulation of its affairs, subject to approval of the Board of Directors at its discretion.

Section 4. **Committee and Advisory Group Chairs.** Each committee and advisory group shall elect a chair, subject to the approval of the Chair of the Association.

Section 5. **Committee and Advisory Group Charters.** Each committee and advisory group shall adopt a charter, which shall include a vision statement, a mission statement, and a statement of responsibilities. Each committee and advisory group shall reviewed its charter annually, and shall report the results of that review to the Executive Committee.

Article VIII Indemnification

Section 1. **Personal Indemnification.** The Association may indemnify any person in the manner and to the extent provided in the General Corporation Law of the State of Delaware. Such indemnification may be in addition to any other rights to which any person seeking indemnification may be entitled under any agreement, vote of Active Members or disinterested Directors, any provision of these Bylaws, or otherwise.

Article IX

Nominating Committee

Section 1. **Nominating Committee.** The Chair of the Association or, in the absence of a Chair, the Vice Chair, with the advice and consent of the Board of Directors, shall appoint not later than July 15 of each year, a Nominating Committee of five Active and Associate Members. Such committee shall hold office until the close of the Annual Meeting and shall present to the Association at the Annual Meeting a list of the nominees for Directors and for officers, not otherwise appointed by the Board of Directors under Article III with regard to Directors, or by the Executive Committee under Article IV with regard to officers, to be elected at said meeting. Any Active Member of the Association may at any such meeting present other nominations for any of the said offices in addition to those which are presented by the Nominating Committee.

Article X

Annual Dues

Section 1. **Annual Dues.** The dues payable by each Active Member and Associate Member shall be in such amount as, in the aggregate, may be necessary to defray the expenses of the Association and shall be fixed by a majority of the entire Board of Directors. The Board of Directors may state the Association dues in a Dues Schedule.

Section 2. **Assessment of Annual Dues.** At each Annual Meeting, the Board of Directors shall approve a budget and fix the dues to be paid by each Active Member and Associate Member for the ensuing fiscal year. The Secretary shall give notice to each Active Member and Associate Member of the amount of its dues fixed for the ensuing fiscal year. Any Active Member or Associate Member objecting to the amount of its dues so fixed shall, within 15 days after such notice, file written objection with the Secretary and shall have a hearing before the Board of Directors within 60 days thereafter. The Board of Directors in such case shall have the power to affirm or revise the amount of dues fixed for such Active Member or Associate Member and the decision of the Board shall be final.

Section 3. **Payment of Annual Dues.** Dues shall be payable quarterly: January 1st, April 1st, July 1st and October 1st.

Article XI

Miscellaneous

Section 1. **Corporate Seal.** The seal of the Association shall be circular in form and bear the name of the Association, the year of its organization and the words, "Corporate Seal, Delaware." The seal on any corporate obligation for the payment of money, or on any other instrument, may be a facsimile, engraved, printed or otherwise reproduced.

Section 2. **Execution of Instruments.** All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such proper officer or officers or other person or persons as the Board of Directors may from time to time designate.

Section 3. **Fiscal Year.** The fiscal year of the Association shall be from January 1 to December 31.

Section 4. **Plural.** The plural shall be substituted for the singular in any place or places herein which the context may require substitution or substitutions.

Section 5. **Amendment of Bylaws.** The Active Members entitled at the time to vote for the election of directors shall have power to adopt, amend, or repeal the Bylaws of the Association by vote of not less than a majority of such Active Members, and except as otherwise provided by law, the Board of Directors shall have power equal in all respects to that of the members to adopt, amend, or repeal the Bylaws by vote of not less than a majority of the entire Board. However, any Bylaw adopted by the Board may be amended or repealed by vote of the Active Members entitled at the time to vote for the election of directors.



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