



## **BY-LAWS**

### **ARTICLE I --- Name**

**Section 1.** The name of the association shall be **THE TRANSFORMER ASSOCIATION** also referred to as TTA.

**Section 2.** The Association shall be incorporated as a non-profit corporation under the Laws of the State of Illinois.

### **ARTICLE II --- Principal Office**

**Section 1.** The principal office of the Association shall be located at 1300 Sumner Avenue, Cleveland, Ohio 44115, or at such other place as may be designated by the Board of Directors.

### **ARTICLE III --- Mission Statement**

The purpose of the Transformer Association is to enhance the success of its member organizations through networking, education, and technical programming.

### **ARTICLE IV --- Membership**

**Section 1. Manufacturer.** Any business entity manufacturing industry products. (Industry products include electromagnetic devices, such as transformers and inductors.)

**Section 2. Industry Suppliers.** Any business entity supplying products or services for Manufacturer members.

**Section 3. IMA Working Group.** Any business entity who is a manufacturer or distributor of soft magnetic products.

**Section 4. Safety Agency.** Any business entity with the primary function of writing safety standards, providing safety certification and/or safety testing related to products manufactured by Manufacturer or Industry Supplier members. This is a non-voting classification intended to promote full participation by Safety Agency members in the work and activities of the Association.

**Section 5. Education.** Any person representing a not-for-profit involved in research, education, and/or instruction of transformers or related products.

**Section 6. Membership Privileges.** Each active member firm and corporation shall appoint and certify to the secretary-treasurer of the Association an active employee to be its representative in the Association (official representative) and who shall represent and act for the member in all the affairs of the Association.

- a. Manufacturer members shall have all of the privileges of membership, including voting and holding elective office.

- b. Industry Supplier and IMA Working Group Members shall have all of the privileges of membership including voting and holding elective office.
- c. Safety Agency and Education Members shall have all the privileges of membership enjoyed by Industry Members, except that of voting and holding elective office. For Prudential reasons, the Board of Directors may, at its discretion, exclude participation by Safety Agency members in certain committees such as the TTA/UL Policy Committees.

**Section 7. Election to Membership.** Any person, firm, or corporation eligible to membership under these By-Laws may be elected to membership on written application. For such election a majority vote of the Board of Directors is required.

**Section 8. Termination of Membership.** Membership in this Association may be terminated by ceasing to be eligible for membership, by voluntary withdrawal, or by suspension or expulsion. The right of a member in or to the Association, its rights, privileges, and property, shall cease on the termination of membership. Termination of membership shall not relieve any member of its obligations to the Association that arose during the period of membership.

- a. Resignation. Any member may withdraw from membership by giving thirty (30) day written notice of such intention to the Association and the fulfillment of such obligations which would arise during the period of three months after the first of the month following the filing of such resignation.
- b. Suspension and Expulsion. For cause, any member may be suspended or expelled. Sufficient cause for such suspension or termination of membership may be:
  1. Failure to pay any indebtedness to the Association within thirty (30) days after payment is due.
  2. Violation of the By-Laws.
  3. Ceasing to qualify for membership under the eligibility provisions of these By-Laws.
- c. Suspension or expulsion shall be by a three-quarters affirmative vote of the entire membership of the Board of Directors provided that a statement of the charges shall have been mailed by certified mail to the last recorded address of the member at least twenty (20) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear and present any defense of such charges before action is taken thereon.

**Section 9. Reinstatement**

- a. Resignation. Application for reinstatement following resignation shall be made under the same provisions governing new member applications (provided that no initiation fee shall be required if the application for reinstatement is received within twelve (12) months of the date of acceptance of resignation).
- b. Suspension. Any member having been expelled for non-payment of dues or other indebtedness to the Association may apply for reinstatement upon payment of all past dues and indebtedness and the current year's dues including any assessments that may have been levied during the period of suspension.

- c. Expulsion:
  - 1. Any member expelled for violation of the By-Laws may apply for reinstatement upon submitting acceptable evidence of removal of violation and intent to comply in the future.
  - 2. Any member expelled for ceasing to qualify for membership under the eligibility provisions of the By-Laws may apply for reinstatement upon submitting acceptable evidence of eligibility.
- d. Acceptance of reinstatement applications shall be by a three-quarters affirmative vote of the entire membership of the Board of Directors.

## ARTICLE V --- Meetings

**Section 1. Representation.** Each Manufacturer or Industry Supplier member shall be entitled to one vote in accordance with the By-Laws and may vote by a representative or by proxy. No employee of the Association shall be authorized to act for a member either as a representative or as a proxy.

**Section 2. Annual Meeting.** The Board of Directors shall set the Annual Meeting of the Association for the election of Directors and Officers and for the transaction of such other business as may properly come before the members.

**Section 3. Special Meetings.** Special Meetings of the members of the Association may be called by the president, vice president, or by the secretary-treasurer, and any one of them shall call a meeting on the request from twenty-five percent (25%) of the members, which request shall briefly state the purpose of the meeting.

**Section 4. Notice of Meetings.** Notice of the time and place of meetings of the members shall be sent by mail or other mode of transmittal by the secretary-treasurer at least twenty (20) days prior to the Annual Meeting and at least ten (10) days prior to any Special Meeting, to each member entitled to attend and vote at such meeting, at its last known address. Notice of each Special Meeting, in addition to stating the time and place of such meeting, also shall state the business to be acted upon at such meeting.

**Section 5. Quorum.** A simple majority of the members entitled to vote at any Annual or Special Meeting of the Association in person or by proxy, represents a quorum. A quorum shall be necessary at all meetings of the members for the transaction of business, except as otherwise provided by the By-Laws.

**Section 6. Action by Members.** Action by members of the Association shall be at a meeting duly assembled, at which there is a quorum of members, by affirmative vote of the simple majority of the members present by representatives or by proxy, except that, at the request of the president, vice president, or of the secretary-treasurer of the Association, the simple majority of the members may approve by mail vote the budget for the next ensuing period of the Association.

## ARTICLE VI --- Board of Directors

**Section 1.** The Board of Directors shall have supervision, control and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of the By-Laws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It 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, appoint such agents as it may consider necessary.

**Section 2.** The Board of Directors shall be composed of the president, vice president, secretary-treasurer, immediate past president and six elective directors, 3 manufacturers, one of which will be the Technical Committee Chairman, 3 Supplier members, one of which will be an IMA Group member, but only if there are a minimum of (5) IMA Group Members. The IMA Working Group member will be nominated by the Working Group and approved by the TTA Board of Directors.

- a. The term of office for the directors shall be two years provided, however, that the expiration date of the terms of office shall fall so that one Manufacturer member's and one Industry member's terms of office expire each year.
- b. At no time shall two or more directors be from the same firm or corporation.
- c. Directors shall enter upon the performance of their duties January 1 following their election and shall continue in office until their successors shall be duly elected and qualified, or unless they resign, are removed, or are otherwise unable to fulfill an unexpired term.
- d. No director shall be elected for more than two successive terms provided, however, that service on the Board of Directors by the president, vice president and secretary-treasurer shall not be considered as elected service as a director.
- e. Voting - In case of a tie, the president shall cast the deciding vote.

**Section 3. Meetings.**

- a. Regular Meetings of the Board of Directors may be held at such times and places as shall from time to time be determined by a majority of the Board.
- b. Special Meetings of the Board of Directors may be called by any officer of the Association or upon request of two or more members of the Board of Directors on twenty (20) days notice to each director, either personally, by mail, or other mode of transmittal.

**Section 4. Quorum.** At all meetings of the Board of Directors, no less than a simple majority of the members of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a simple majority of the directors present at any meeting at which there is a quorum shall be an act of the Board of Directors.

**Section 5. Absence.** Any member of the Board of Directors unable to attend a meeting shall notify the President or Association office. If a director is absent from two consecutive meetings, for reasons that the Board has failed to declare to be sufficient, his resignation shall be deemed to have been tendered and accepted.

**Section 6. Vacancies.** Upon the office of any director becoming vacant by resignation or otherwise, the remaining members of the Board of Directors shall elect a director to serve in his place for the remainder of his unexpired term or until his predecessor in office again assumes his duties and responsibilities as a director.

**ARTICLE VII --- Officers**

**Section 1.** The elective officers of this association shall be a president, a vice president, and a secretary-treasurer. Manufacturer members shall always hold at least two of these offices. These officers shall be elected at the annual meeting.

**Section 2.** Each elective officer shall enter upon the performance of their duties January 1 following their election and serve a one year term, and may be re-elected for additional term at the Annual meeting, if they so desire. Upon election, all officers shall become members of the Board of Directors.

**Section 3.** Vacancies in any office may be filled for the balance of the term thereof by the Board of Directors at any regular or special meeting.

**Section 4.** Except as otherwise expressly provided by the By-Laws, the powers and duties of the officers of the Association shall be, as from time to time, prescribed by the Board of Directors.

**Section 5.** The president shall be the chief executive officer of the Association; he shall preside at all meeting of the members and Directors; he shall be an ex-officio member of all committees and shall have the general powers and duties usually vested in the office of a president of such a Association.

**Section 6.** The vice president shall, in the absence or disability of the president, perform the duties and exercise the power of the president.

**Section 7.** The secretary-treasurer shall have charge of the records and funds of the Association and shall keep minutes of all general membership and Board of Directors' meetings.

**Section 8.** The Board of Directors may employ such staff members or legal counsel as they deem necessary who shall not be a member of the Association or Officers or employees of any member of the Association, and such persons shall perform the duties and functions assigned to them by the Board of Directors.

**Section 9.** Such Officer or Officers, or such other person or persons as the Board of Directors may from time to time designate, shall sign all Association checks and demands for money.

## **ARTICLE VIII--- Committees**

**Section 1.** The president, subject to the approval of the Board of Directors, shall appoint such standing, special, or subcommittees as may be required by the By-Laws or as may be necessary.

**Section 2. Executive Committee.** The Immediate Past President, President, Vice President and Secretary-Treasurer shall constitute an Executive Committee. The Immediate Past President shall serve in a non-voting advisory role on the Committee. They may exercise the powers of the Board of Directors when the Board of Directors is not in session, reporting to the Board at its succeeding meeting any action taken.

**Section 3. Nominating Committee.** The Board of Directors, prior to the Annual meeting, shall appoint a Nominating Committee consisting of two Manufacturer members and one Industry member. One member of the Nominating Committee may be an incumbent Director or Officer. The IMA Group will provide the Committee with their Board representative.

**ARTICLE IX --- Fees, Dues and Assessments**

**Section 1.** The Board of Directors shall establish such membership fees, dues and assessments as it may determine appropriate.

**Section 2.** All dues are payable on a calendar year basis commencing January 1.

**ARTICLE X --- Fiscal Year**

The fiscal year shall be the calendar year unless determined otherwise by the Board of Directors.

**ARTICLE XI --- Procedure**

Except as otherwise herein provided, the proceedings of the Association, its Board of Directors, and its Committees shall be governed by Robert’s Rules of Order.

**ARTICLE XII --- Waiver of Notice**

Any meetings of members and of the Board of Directors may be held without notice by a written waiver of such notice signed by every person entitled to such notice.

**ARTICLE XIII --- Dissolution**

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

**ARTICLE XIV --- Amendments**

These By-Laws may be altered, amended or repealed by a simple majority vote by members of the Association at an Annual Meeting or Special Meeting, if notice of the proposed alteration, amendment, or repeal be contained in the notice of such Annual or Special Meeting.

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**Adopted:**

06-11-74

**Revised:**

- 09-23-75
- 10-30-79
- 10-17-85
- 11-05-92
- 11-11-94
- 04-12-96
- 11-14-96
- 04-11-07
- 04-25-08
- 12-05-08
- 04-01-09
- 12-03-10
- 05-05-11