Forging Industry Association

(An Ohio Corporation not for profit)

BY-LAWS

July 29, 2026

6363 Oak Tree Blvd., Independence, OH 44131

FORGING INDUSTRY ASSOCIATION BY-LAWS

ARTICLE I - THE INDUSTRY

SECTION 1. The term "Industry" as used herein shall mean the persons, partnerships, corporations, and other organizations engaged within the United States, Canada, or Mexico in the manufacture of forgings regardless of material, processing temperature, workpiece format, or deformation rate.

SECTION 2. The term "Association" as used herein shall mean the Forging Industry Association or "FIA." The FIA is a private association organized to serve its members.

ARTICLE II - OBJECTIVES

SECTION 1. The objectives of the Association shall be:

(1) To promote the Association and its producer members.

(2) To consider and advise members with regard to intra-Industry issues of management, such as those involved in the research, production, employment, and financial functions of the Industry;

(3) To advance the purpose of the Association and promote activities aimed at advancing growth, economy, and efficiency within the Industry.

(4) To provide a means (a) for the expression of Industry opinion upon questions affecting the Industry as a whole and the interests of free trade, and (b) for lawful and proper cooperation with other industries and organizations.

(5) To do anything necessary for the accomplishment of these objectives which may be recognized as proper, lawful, and consistent with the public interest.

SECTION 2. In furtherance of its objectives but not in limitation thereof, the Association shall endeavor and shall have the power to serve the membership of FIA by:

(1) Providing world class training and education related to forging;

(2) Promoting awareness of the forging process and our members' capabilities to suppliers and customers of the Industry;

(3) Supporting efforts to improve the Industry through technological advances and development;

(4) Advocating the interests of the Industry to ensure government institutions and agencies understand forging and the issues of concern to forgers; and

(5) Collecting and disseminating information regarding technological, economic, and political trends and developments relevant to the Industry.

ARTICLE III - MEMBERSHIP

SECTION 1. The classes of membership shall be:

(1) Producer members. Any partnership, corporation or other organization engaged in producing forgings in North America shall be eligible to be admitted as a producer member in the manner provided in Section 2 of this Article III.

(2) Supplier members. Subject to limitations on the total percentage of supplier members to the total number of member companies, or any other reasonable limitation or qualification which the Board of Directors may from time to time impose, a partnership, corporation or other organization that (a) is engaged in (i) the manufacture of steel, or other forging stock or die stock or machine tools or equipment such as burners, tooling or major equipment components commonly used by the Industry; (ii) furnishing supplies such as lubricants and refractories to the Industry; or (iii) providing technical consulting services such as CAD/CAM to the Industry; (b) maintains an office in North America for the purpose of supporting those activities; and (c) supports the mission and purpose of the Association, may be admitted to the Association as a supplier member in the manner provided in Section 2 of this Article III.

(3) Honorary members. The Association may from time to time elect as honorary members of the Association persons who may be in a position to act on occasion in an advisory capacity. Honorary members shall not be required to pay dues, and their memberships shall continue until death or resignation. They may attend Industry meetings of members but shall have no vote.

(4) Academic members. Any educator in a metalworking-oriented technological discipline in a college, university, community college, or vocational school shall be eligible to be admitted as an academic member in the manner provided in Section 2 of this Article Ill. Academic members may attend Industry meetings in order to develop closer relationships with the members and with Association programs but shall have no voting privileges.

SECTION 2. All applications for membership shall be submitted in writing to the Association in the form prescribed by FIA. Each such application shall be considered by the Board of Directors at its next meeting following receipt of the application or as soon thereafter as is reasonable, and a favorable vote by a majority of all members of the Board of Directors or the Board's Executive Committee shall be necessary and sufficient to admit an applicant to membership. The Association has the exclusive and discretionary right to approve or disapprove membership (in any category) of any applicant, and a decision by the Board of Directors or its Executive Committee is final.

SECTION 3. The Association shall notify in writing each applicant approved for membership. Membership shall become effective upon FIA's receipt from the applicant of the initial monthly installment of dues for the current fiscal year of the Association.

SECTION 4. After the applicant has paid any entrance fee and dues obligation current at the time of its admission to membership, the Association shall furnish to each partnership, corporation or other organization which shall be admitted to membership in the Association a plaque of membership in the Association.

SECTION 5. Each producer member shall designate a person to be its official representative, and such official representative may represent, vote and act for the member in all affairs of the Association. No person shall be an official representative of more than one member.

SECTION 6. Membership in the Association may terminate by voluntary withdrawal submitted in writing to the Association, but such withdrawal shall only become effective if all outstanding dues and fees are current. However, all voting and other rights, privileges, and interest of a member in or to the Association, its rights, privileges, and property shall cease upon the submission of such withdrawal.

SECTION 7. The Association may suspend or terminate any member at any time for any of the following reasons: (1) failure to pay dues or any other amount due from the member to the Association; (2) violation of these by-laws or of any agreement, rule or practice duly adopted by the Association; (3) acting in any manner contrary to the purpose and objectives of the Association; and/or (4) unlawful or other conduct by the member or those affiliated with the member that reflects negatively on the Association or its other members. Decisions regarding the suspension or termination of any member shall be made by the Board of Directors or its Executive Committee and all such decisions shall be final.

ARTICLE IV - DUES, ANNUAL BUDGET

SECTION 1. Dues for the ensuing twelve months shall be assessed against each producer member and supplier member in accordance with the schedule adopted by the Association.

SECTION 2. At least twenty days prior to the date of the annual meeting of the Association, the Board of Directors shall prepare a budget for the ensuing twelve months. The President shall email the schedule and the budget to each producer member with the notice of the annual meeting. The dues and budget proposed by the Board of Directors shall be voted upon solely by the producer members at such meeting.

SECTION 3. If the dues of any producer member or supplier member shall be unpaid for a period of sixty days after the date upon which such dues became due and payable, such member shall be notified of that fact. If dues remain unpaid for a period of ninety days after the date upon which such dues shall have become due and payable, such member may be suspended from membership in the Association by resolution of the Board of Directors or by the President pursuant to process adopted by the Board of Directors, and such suspension shall continue until all dues arrearages are paid or until the name of such member shall be stricken from the membership rolls of the Association as hereinafter provided in this Section 3, whichever shall first occur. If the dues of any such member shall remain unpaid for 120 days or more after the date upon which they shall have become due and payable, the name of such defaulting member may be stricken from the membership rolls of the Association. The

Association shall notify any member so suspended, stricken, or expelled from membership in the Association.

ARTICLE V - MEETINGS OF THE MEMBERS

SECTION 1. The annual meeting of the members of the Association for the election of directors and such other business as may properly come before such meeting shall be held in the spring in each year on the day and at the hour and place (within or without the State of Ohio) as the Board of Directors shall designate.

SECTION 2. In addition to the annual meeting, there shall be one other regular meeting of members which shall be held during the fall of each year on the day and at the hour and place (within or without the State of Ohio) as the Board of Directors shall designate.

SECTION 3. Special meetings of the members may be ordered to be called at any time by the Chairperson, by resolution adopted by the affirmative vote of a majority of the Board of Directors at any duly called meeting of the Board of Directors, or by joint petition in writing signed by at least 25% of the company members then in good standing.

SECTION 4. At any meeting of the members, one-third of the producer members of the Association, whether present in person, by official representative or by proxy, shall constitute a quorum for the transaction of business, except as may be otherwise expressly required by law or by these by-laws. If a quorum shall not be present, a majority of the total number of producer members present in person, by official representative or by proxy, or in the absence of all such members any officer entitled to preside at or act as secretary of such meeting, may adjourn such meeting from time to time, without notice other than by announcement at the meeting, until a quorum shall be present. At any duly adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

SECTION 5. Notice of all meetings of members shall be given by the Association to each member at least ten days (except as provided in Article XIV) in advance by email directed to the email address available in the database of the Association.

SECTION 6. Notice of special meetings shall contain a statement of the business proposed to be transacted at such special meeting.

SECTION 7. Except as may be otherwise provided in these by-laws, at each meeting of the members each producer member shall be entitled to one vote on all matters brought before the members for action. Each member may vote in person, through its official representative, or by written proxy.

ARTICLE VI - ANNUAL ELECTION

SECTION 1. The producer members of the Association, at a meeting held by them pursuant to the provisions of Chapter 1702.10 of the Ohio Revised Code, shall elect a class of directors for a term of three years. Such class shall be one of the three classes of directors with staggered three year terms as provided in Article VII, Section 1 of these by-laws.

SECTION 2. The official notice of each annual meeting of members or special meeting of members at which there will be conducted an election of directors shall show the names of all candidates for election as director, each fully identified, and the form of accompanying proxy shall be so designed as to permit each producer member to specify his/her choice of directors. Any such specification in a producer member's proxy shall be deemed a vote for the person so specified unless the producer member shall attend the meeting in person or by representative and vote otherwise.

SECTION 3. At annual meetings, the procedure for election of directors shall commence with the reading of the report of the Nominating Committee as provided in Article IX, Section 3 of these by-laws, and the announcement of any nominations for directors which may have been made, as provided in the same Article IX, Section 3.

SECTION 4. Votes for directors, other than those specified in any proxy, shall be cast by secret ballot unless such requirement is waived by unanimous consent of the producer members present. The persons receiving a plurality of the votes cast shall be directors.

SECTION 5. One supplier member (as defined in paragraph 2 of Article III, Section 1 of these by-laws) may, but is not required to, be elected in each class of directors. No more than 25% of the Board of Directors can be composed of supplier members at any one time. For purposes of nomination and election to the Board of Directors, there will be no categorization for supplier members by type of supplier.

SECTION 6. The newly elected Board of Directors shall meet and elect officers as soon as possible after the close of the official business session at each annual meeting of members, nominations having been received from the Nominating Committee as provided by Article IX, Section 3, of these by-laws.

ARTICLE VII - BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of twelve member executives and the current President of the Forging Industry Educational and Research Foundation. The Board of Directors' twelve member executives shall be divided into three (3) classes whose terms shall expire in successive years. Each class shall consist of four (4) directors. At the conclusion of the official business session of each annual meeting of the members, the term of office of one such class of directors shall expire and those elected to succeed the directors of that class shall take office for a term of three years and until their respective successors shall have been elected and qualified. The Chairperson shall be a member of the Board of Directors, if not already serving as a director. The President of the Forging Industry Educational and Research Foundation shall serve as an ex officio member of the Board of Directors, but shall not have the right to vote or be counted in determining the presence of a quorum.

SECTION 2. For the purpose of continuously maintaining as wide a company representation as possible on the Board of Directors:

(1) Only one member executive of any particular company shall, in general, be eligible to serve as a director during any given three-year term of a class of directors, and

(2) No member executive, having served as a director, shall be eligible to succeed him/herself in such capacity if an executive from the company which he/she represents is available to serve as his/her successor.

Among the other criteria which the Nominating Committee (as defined in Article IX, Section 3 of these by-laws) should try its best to consider in the nomination process are: representation from each of the geographical groupings (as defined in Section 3 of this Article VII), forging process, company size, material processed and type of production.

The Nominating Committee may, in its discretion, however, consider and present nominees for the Board of Directors whose qualifications at a given time, in the opinion of the Nominating Committee, outweigh the above criteria.

SECTION 3. For the purposes of considering geographic representation on the Board of Directors, as the Nominating Committee in its discretion deems advisable, the following geographical groupings shall control:

East - The States of Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, Pennsylvania, New Jersey, Delaware, Maryland, Virginia, West Virginia, North Carolina, South Carolina, Georgia, and Florida, as well as the Canadian Provinces of Nova Scotia, Quebec, and Prince Edward Island.

Central - The States of Ohio and Michigan, as well as the Canadian Province of Ontario.

Midwest - The States of Illinois, Wisconsin, Minnesota, Iowa, Missouri, Arkansas, Louisiana, Indiana, Kentucky, Tennessee, Alabama, and Mississippi.

West - All States lying to the west of and including North Dakota, South Dakota, Nebraska, Kansas, Oklahoma, and Texas, as well as all Canadian Provinces west of and including Manitoba and all Mexican Provinces.

SECTION 4. Any director may resign at any time by giving written notice thereof to the Chairperson or President or Secretary. Such resignation shall not require acceptance by the Board of Directors. Any director may be removed with or without cause at any time by the vote of two-thirds of the producer members present in person or represented by proxy at a special meeting of the producer members at which a quorum is present called for the purpose of removing such director.

SECTION 5. In the event of a vacancy in any class of directors due to death, disqualification, resignation, removal or any other cause, the Chairperson may appoint a successor, or the remaining directors, whether or not constituting a quorum, by a vote of a majority thereof at any meeting properly called for that purpose, may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant. When appointing or electing such successor, the Chairperson or the Board of Directors shall comply with Article VI, Section 5 of these by-laws and should consider the same qualifications considered by the Nominating Committee pursuant to Article VII, Section 2 of these by-laws.

SECTION 6. Any member of the Board absent from a meeting shall send a communication to the Chairperson or President stating the reason for his/her absence. After three (3) successive absences by a Director, the Chairperson shall notify the Director and the Board of the attendance record of said Director, and a vote on replacement of said Director shall be taken at the next Board of Directors meeting.

SECTION 7. The Board of Directors may hold its meetings at such places within or without the State of Ohio as it may from time to time determine.

SECTION 8. The annual meeting of the Board of Directors for the election of officers, the approval of councils and committees, and the transaction of other proper business shall be held immediately following the closure of the official business session of the annual meeting.

SECTION 9. In addition to the annual meeting, there shall be held a regular meeting of the Board of Directors at the time of the meeting of members provided in Article V, Section 2 hereof.

SECTION 10. Meetings of the Board of Directors, including special meetings, may be ordered to be called at any time by the Chairperson of the Board or by a writing signed by directors constituting one-fifth of the entire Board.

SECTION 11. Notice of all regular and special meetings of the Board of Directors shall be given by the Association to each director at least two days prior to the meeting.

SECTION 12. One-third of the entire Board of Directors, without regard for vacancies, shall constitute a quorum for the transaction of business at any meeting of the Board, and except as otherwise specifically provided in these by-laws or as may be otherwise expressly required by law, the act of a majority of the directors present at any meeting at which a quorum shall be present shall be the act of the Board. If a quorum shall not be present at any meeting of the Board, a majority of the directors present or any officer may adjourn such meeting until a quorum shall be present. Notice of any adjourned meeting need not be given.

SECTION 13. The Board of Directors shall have and exercise full power in the management and control of the properties, funds, business, and affairs of the Association.

ARTICLE VIII - OFFICERS

SECTION 1. The principal officers of the Association shall be a Chairperson, a Vice Chairperson, a President, a Secretary, and a Treasurer. The Chairperson, Vice Chairperson, and

Treasurer shall be members of the Board of Directors in office at the time. The President shall be an Association employee. The same individual may hold two or more offices, except that the President shall not serve as Chairperson, Vice Chairperson, or Treasurer. The President or the Chairperson shall act as Secretary for purposes of ensuring that minutes are taken and maintained for meetings of the members, the Board of Directors, and the Executive Committee, as further provided in Section 12 of this Article. The Association may employ or contract with finance personnel, including a Chief Financial Officer, controller, accountant, outside accounting firm, or other finance professionals, as determined by the President or the Board. Such staff or contracted finance personnel shall operate under the supervision and authority of the President and shall not, by virtue of such position, serve as a principal officer of the Association unless separately elected or appointed in accordance with these by-laws.

SECTION 2. The principal officers shall be elected each year at the annual meeting of the Board of Directors, nominations in respect of such election having been received from the Nominating Committee as provided in Article IX, Section 3 of these by-laws. Each such officer shall hold office for a term of one year and until his/her successor shall have been chosen and shall have qualified. Voting for officers may be by ballot or by electronic vote.

SECTION 3. The Board of Directors may from time to time appoint such other officers, agents, employees, or professional advisors as the Board may deem necessary or advisable, including one or more Vice Presidents, a Chief Financial Officer, controller, or other finance personnel. Each such officer, agent, employee, or professional advisor shall hold office or serve for such period, have such authority, and perform such duties as the Board or the President may from time to time determine, consistent with these by-laws. The Board of Directors may from time to time delegate to any principal officer of the Association the power to appoint additional officers, agents, employees, or professional advisors. Any two of such offices may be held by the same person, except as otherwise provided in these by-laws.

SECTION 4. Any officer may resign at any time by giving written notice thereof to the Board of Directors, and such resignation shall take effect upon acceptance thereof by the Board of Directors.

SECTION 5. Any officer may be removed, either with or without cause, at any time by the affirmative vote of a majority of the entire Board of Directors at any regular or special meeting thereof.

SECTION 6. Any vacancy in any office, whether due to death, disqualification, resignation, removal, or any other cause, may be filled for the unexpired portion of the term by the Board of Directors or by the principal officer who made the appointment to the office vacated.

SECTION 7. The Board of Directors may fix such salaries for officers, agents, and employees as it may deem proper, or it may authorize the President to fix such salaries as he/she shall deem proper for the services of such officers, agents, and employees as may be appointed in accordance with these by-laws.

SECTION 8. The Chairperson shall preside at all meetings of the members and the Board of Directors. He/she shall be an ex officio member of all councils and committees of the

Association and shall be Chairperson of its Executive Committee. He/she shall perform such other duties as are specified in these by-laws or as the Board of Directors or Executive Committee may from time to time assign him/her. No person shall be eligible for election for more than three consecutive terms to the office of Chairperson.

SECTION 9. The Vice Chairperson shall perform such duties as are specified in these by-laws or as the Board of Directors or Executive Committee may from time to time assign to him/her. In the absence of or in the event of inability of the Chairperson to perform his/her duties, the Vice Chairperson shall perform all the duties of the office of the Chairperson.

SECTION 10. Subject to the authority of the Board of Directors, the Executive Committee and the Chairman, the President shall have general and active charge of the administration of the business and affairs of the Association and shall see that all orders and resolutions of the Board of Directors or of the Executive Committee of the Association are carried into effect.

SECTION 11. The Treasurer shall act as the Chairperson for the Finance Committee and serve as the Board officer responsible for board-level financial oversight of the Association. The Treasurer shall provide oversight, on behalf of the Board of Directors, with respect to the Association's financial condition, financial reporting, budgeting, reserves, investments, internal controls, audit or review processes, and other financial matters as assigned by the Board of Directors or Executive Committee.

The Treasurer shall review periodic financial statements and reports prepared by Association staff, the Chief Financial Officer, outside accounting professionals, or other finance personnel, and shall report to the Chairperson, Executive Committee, and Board of Directors regarding the financial condition of the Association at Board meetings or upon request. The Treasurer shall not be responsible for the day-to-day management, bookkeeping, accounting, receipt, deposit, or disbursement of Association funds, except to the extent specifically authorized by the Board of Directors.

The President, together with any staff finance personnel, including any Chief Financial Officer, controller, accountant, or outside accounting firm, shall be responsible for the day-to-day financial administration of the Association, including maintaining books and records, receiving and depositing funds, processing payments, preparing financial reports, supporting the annual budget process, and carrying out such other finance-related duties as may be assigned by the President or the Board of Directors.

Unless otherwise ordered by resolution adopted by the Board of Directors, the President shall have the authority to sign checks, drafts, electronic payments, transfers, or other orders of the Association for the payment or movement of money. The Board may require the Treasurer, President, Chief Financial Officer, or other designated individuals to be bonded for the faithful discharge of their duties in such sum and with such surety as the Board shall require. The cost of such bond shall be borne by the Association.

SECTION 12. The President or the Chairperson shall act as Secretary for meetings of the members, the Executive Committee, and the Board of Directors, and shall ensure that minutes of all such meetings are taken and maintained in one or more books or records provided for that purpose. The President and the Chairperson may delegate responsibility for recording minutes to Association staff, legal counsel, or another designated person, provided that the President and Chairperson shall remain responsible for ensuring that such minutes are properly maintained.

The President and the Chairperson shall see that all notices are duly given in accordance with the provisions of these by-laws and as may be required by law. They shall ensure that the records of the Association, including the seal of the Association if any, are properly maintained, and that all books, reports, statements, certificates, and other documents and records required by law to be kept and filed are properly kept and filed. They shall perform such other duties related to meeting records, notices, and Association records as are specified in these by-laws or as the Board of Directors or Executive Committee may from time to time assign.

SECTION 13. In the absence of or in the event of inability of the Treasurer, the duties of the Treasurer shall be performed by the President of the Association or such other person as may be designated by the Board of Directors. In the absence of or in the event of inability of the President or Chairperson to act as Secretary as described in Section 12, such duties shall be performed by such other person as may be designated by the Board of Directors.

SECTION 14. Except under compulsion of legal process or to obtain confidential legal advice, no officer, Director, or employee of FIA shall divulge to anyone outside FIA, or to any member, including the Chairperson, the Vice Chairperson, and the Directors of the Association, confidential information or statistics secured from any member. This, however, shall not prevent the inclusion of such confidential information or statistics in composites or coded, anonymized reports, which do not disclose the identity of the individual company member to which the confidential information or statistics pertain.

ARTICLE IX - COMMITTEES

SECTION 1. The Executive Committee shall consist of the Chairperson, the Vice Chairperson, and two other Directors of the Association who shall be elected by the Board of Directors at the annual meeting each year. This Committee shall possess and may exercise all the powers of the Board of Directors with respect to conducting the business and affairs of the Association in the intervals between meetings of the Board of Directors. The Executive Committee shall keep the Board of Directors fully informed and shall freely consult with the Board concerning the business and affairs of the Association. The Executive Committee shall fix its own rules of procedure, determine the time or place (within or without the State of Ohio) of its meetings and specify what notice thereof, if any, shall be given.

SECTION 2. The Nominating Committee of Members of the Association (the "Nominating Committee") shall consist of as many members as the Board of Directors shall from time to time determine. The Nominating Committee shall reflect the same representation as that of the Board of Directors. Members of the Nominating Committee must have previously served on the Board of Directors, and at least one member must have previously served on the Board of Trustees of the Forging Industry Educational and Research Foundation. The Chairperson shall appoint the Nominating Committee, subject to approval by the Board of Directors at a duly constituted meeting thereof. If the Chairperson fails to appoint or if the Board of Directors fails to approve a Nominating Committee, it shall then be the duty of the Board of Directors to appoint such Committee.

Announcement shall be made to the members of the roster of the Nominating Committee prior to January 1 of each year. No person shall be eligible to serve as a member of the Nominating Committee if he/she is also a member of the Board of Directors. Nominating Committee members are not eligible for nomination.

The Association shall call a meeting of the Nominating Committee during January or February of each year and such additional meetings during the year as the Chairperson shall order to be called. The notice of the initial meeting shall contain a list of the names of the directors and officers of the Association specifying those whose terms of office will expire at the ensuing annual meeting of members. At each of its meetings, the Nominating Committee shall organize by election of a Chairperson for the session. A quorum of the Nominating Committee shall be determined from time to time by the Board of Directors, but in no event can the required quorum be less than 50% of the members of the committee.

Nominees shall be chosen by the Nominating Committee upon the affirmative votes of a majority at any duly constituted meeting, a quorum being present. Individual members of the Nominating Committee shall with diligence consult with the members of the Association in advance of action by the Committee to assure the selection and development of strong leadership for the Association.

The written report of the nominations of the Nominating Committee for directors shall be filed with the Chairperson of the Association not later than forty-five days before the annual meeting of members, and copies of the report shall be emailed to all members within five days after such filing. Any three company members of the Association in good standing may also nominate a candidate for election as director at the next annual meeting of members, by filing with the Chairperson not later than twenty-five days before such meeting the nomination signed by said members. The nominations of the Nominating Committee, together with any nominations so proposed by any three company members in good standing, shall be listed and emailed to all members with the notice of the annual meeting, and no other nominations shall be considered or voted upon at such meeting.

The written report of the nominations of the Nominating Committee for officers shall be filed with the Chairperson of the Association not later than fifteen days before the annual meeting of members, and announcement of such nominations shall be made to the directors, and any persons nominated as directors for the ensuing year, ten days in advance of the annual meeting of members.

SECTION 3. With the approval of the Board of Directors, the Chairperson may appoint such councils and committees from time to time as may seem advisable, and each such council or committee shall exercise only such powers and perform such duties as may be specified in written rules of procedure approved by the Board of Directors.

SECTION 4. Any member of any council or committee may be removed, either with or without cause, at any time by the affirmative vote of a majority of the entire Board of

Directors, and any member of any council or committee may resign by giving notice thereof in writing to the Chairperson or President, such resignation to be effective upon its receipt by the Chairperson or President.

SECTION 5. Any vacancy in the membership of any committee may be filled by the Chairperson subject to later approval by the Board of Directors at any regular or special meeting thereof.

ARTICLE X - WAIVER OF NOTICE; VOTING

SECTION 1. Any notice required to be given under the provisions of these by- laws may be waived in writing by the party entitled to said notice either before or after the time specified in such notice of meeting, and the presence of a party entitled to notice at a meeting shall be deemed a waiver of notice by such party.

SECTION 2. The Board of Directors may submit to the producer members of the Association any matter (other than dissolution as required by Article XIV, Section 1) for consideration and vote by electronic ballot. Any matter so submitted by the Board of Directors shall require the affirmative vote of a majority of all producer members for approval. Any and all action taken in pursuance of any such electronic ballot approval shall be binding upon the Association.

SECTION 3. Action taken by the Board of Directors without a meeting requires written agreement from one hundred percent of those directors eligible to vote on the matter. An email message constitutes a writing.

ARTICLE XI - OFFICES; SEAL; FISCAL YEAR; AUDIT

SECTION 1. The principal office of the Association shall be in such location and city as shall be designated by the Board of Directors. The Board of Directors may from time to time establish additional offices and places of business for the Association (within or without the State of Ohio).

SECTION 2. The Association shall have a seal of such design as the Board of Directors may adopt.

SECTION 3. The fiscal year of the Association shall begin on June 1 and terminate on May 31.

SECTION 4. An audit of the books of the Association shall be made at the end of each fiscal year by a firm of certified public accountants selected each year by the Board of Directors.

ARTICLE XII - INDEMNIFICATION

SECTION 1. The Association shall indemnify, to the full extent then permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a director, officer, or employee of the Association, or is or was a member of a committee of the Association (whether or not he/she is or was a director, officer, or employee of the Association), or is or was serving at the request of the Association as a director, trustee, officer, employee or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise. The indemnification provided hereby shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any law, the articles of incorporation or any agreement, vote of members or of disinterested directors or otherwise; further, the indemnification provided shall include indemnification for action in official capacities and action in another capacity while the person is a director, officer or employee of the Association, or while he/she is a member of a committee of the Association (whether or not he/she is or was a director, officer or employee of the Association); and moreover, the indemnification shall continue for a person who has ceased to be a director, trustee, officer, employee, member of a committee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person; provided, however, that the Association shall not indemnify any person who has failed to act in good faith and in the best interest of the Association.

SECTION 2. The Association may, to the full extent then permitted by law, purchase and maintain insurance on behalf of any persons described in Section 1 of this Article XII against any liability asserted against and incurred by any such person in any such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify such person against such liability.

SECTION 3. Any amount which may be paid by way of indemnity in accordance with the provisions of Section 1 of this Article XII shall be promptly announced to the members, and such announcement shall specify the person or persons paid, the amount or amounts of the payment or payments and the final disposition of the threatened, pending or completed action, suit or proceeding.

ARTICLE XIII - AMENDMENTS

SECTION 1. Amendments to these by-laws may be proposed by a majority of the Board of Directors or at any time by ten producer members of the Association in good standing. All such proposals shall set forth the text of the amendment and shall be filed with the Chairperson.

SECTION 2. The Chairperson shall give written notice of any such proposed amendment at least ten days before the meeting of the Board of Directors or of the members, as the case may be, at which such proposed amendment will be considered. The affirmative vote of a majority of the directors present at such meeting shall be required for adoption of an amendment by the Board of Directors, and the affirmative vote of a majority of the company members at such meeting, present in person or acting by representative or by proxy, shall be required for adoption of an amendment by the members.

ARTICLE XIV - DISSOLUTION

The Association may be dissolved by the affirmative vote of a majority of all the producer members of the Association. Such vote shall be taken only at a regular or special meeting of the members of which at least thirty days' notice of the intention to vote on dissolution shall have been given to all members. Upon the dissolution of the Association, the Board of Directors shall, after paying or adequately providing for the payment of all known obligations of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association, in such manner or to such organization or organizations engaged generally in the same field as this Association and as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law, as the Board of Directors shall determine.

FORGING INDUSTRY ASSOCIATION

6363 Oak Tree Blvd., Independence, OH 44131