BYLAWS OF THE
SCAFFOLD & ACCESS INDUSTRY ASSOCIATION, INC.

ARTICLE I – NAME

The name of this Association shall be Scaffold & Access Industry Association, Inc.

ARTICLE II – PURPOSE

The purposes of which this Association has been organized are as follows:

1. To promote safety and training through the education of its members and industry.
2. For the mutual advancement of the interest of its members; to consider and deal with the common intra-industry problems, such as those involved in production, distribution, installation and other functions associated with the Scaffold and Access Industry.
3. To promote the highest ideals and ethics among its members in their relationships with their customers and other members.
4. To safeguard and advance the interest of its members by presenting the industry's viewpoint to appropriate legislative and regulatory bodies and by developing a working relationship with appropriate government agencies.
5. To represent the industry in the development of reasonable product standards and procedures for the maintenance of those standards.
6. To promote activities aimed at enabling the industry to conduct itself with the greatest efficiency.
7. To promote and expand free discourse among its members.
8. To give proper consideration and expressing of opinion upon questions affecting the industry.
9. To acquire, assemble, preserve and disseminate valuable industry information.
10. To conduct other lawful activities of benefit to the industry, as approved by the Board of Directors.

ARTICLE III – MEMBERSHIP

SECTION 1. CLASSES OF MEMBERSHIP.
Persons desiring membership shall make written application on official forms provided by the Association. The requirements for admission to membership shall be prescribed by the Board of Directors.

The Scaffold & Access Industry Association does not discriminate based on sex, race, creed, religion, or national origin.

There shall be the following classes of membership, until changed by the Board of Directors:

A. Regular Member: Available to entities who are involved in the production, distribution, installation, design & engineering, and other functions directly associated with the scaffolding and access industry, such as: scaffold & access manufacturer, contractor, rental company, firm or independent designers/engineers involved in the industry.
B. Allied Member: Non-voting members who can be appointed to committees. Available to individuals and entities providing services that enable the scaffolding and access industry to conduct itself with the greatest efficiency, such as: Insurance brokers, advertising agencies, computer companies, attorneys, consultants, and safety/training facilities.
C. Affiliate Member Non-voting members available to individuals, entities, and organizations

who are not involved in the production, distribution, installation, design & engineering or other functions directly associated with the scaffold and access industry, such as: General contractors, sub-contractors, building maintenance industries, shipyards, refineries, public utilities, trade, labor and technical associations and institutions of higher learning.

D. Branch Member: A separate yet dependent part of a wholly owned Regular Member company. Dues are based on number of Member Branches.
E. Subsidiary Member: A subsidiary of a parent/holding company doing business under a trade name and promoting itself as a separate company shall obtain a separate membership
F. Honorary Member: Honorary members are Past Presidents of the Association, or an individual recognized by the Board of Directors.
G. Emeritus Membership is available to persons who are a minimum of sixty (60) years of age and have fully retired (unless retirement was due to health or physical disability) from the field of scaffolding, access or related business. Emeritus Members must have been a member of SAIA for at least ten (10) years and have been a member in good standing at the time of retirement.
H. Alliance Member: An organization membership formed for a common purpose or to a achieve a mutual benefit that have signed a formal agreement with the SAIA.

SECTION 2. VOTING MEMBERSHIP.
Each Regular Member shall have one (1) vote; and Allied, Affiliate, Branch Members, Honorary Members, Emeritus Members, Alliance Members are non-voting.

SECTION 3. VOTING PARTICIPANTS.
Each Regular Member shall designate one (1) person who shall be its voting participant and at no time shall any Regular Member have more than one vote. Additionally, each Regular Member, that has Branch Members in other Regions, shall designate one (1) person in each of the Regions for the sole purpose of electing the Directors for that given region.

SECTION 4. TRANSFERABILITY.
Neither a membership nor any membership right may be transferred.

SECTION 5. MEMBERSHIP PROCEDURE.
Applications for membership sent via mail, courier, delivery service or electronic means and accompanied by those fees and a signed code of conduct established by the Board of Directors must be submitted to the Association office, and processed according to procedures established by the Board of Directors.

SECTION 6. MEMBERSHIP RESIGNATION.
A member may resign, effective immediately or at a later time specified by the member, by a written notice to the Headquarters of the Association, but such resignation does not relieve the member from any obligation incurred before resignation, or a refund of fees paid for annual membership.

SECTION 7. TERMINATION OF MEMBERSHIP.
A. A member's benefits shall be suspended, on past due receivables of sixty (60) days. Additionally, termination of membership will be automatic for non-payment of membership dues at ninety (90) days of the renewal cycle.
B. The Board of Directors may censure, suspend, modify or terminate any member's membership status for any act prejudicial to the character and interest of the Association,

or contrary to the Bylaws, and/or the Code of Professional Conduct, under the following conditions:

a. The finding that such member is guilty of violating these Bylaws and/or the Code of Professional Conduct must be made in accordance with the approved Procedures for Ethics and Bylaws Violations.
b. The finding of a violation and the appropriate sanction, suspension, modification or termination of membership must be found by seventy-five percent (75%) vote of the Board of Directors quorum present. The action taken by the Board of Directors shall be final.

SECTION 8. DUES AND APPLICATION FEES.
The Board of Directors has the right to review and change membership dues and fees as needed.

A. Application: An initial application fee, and annual dues will be assessed for each membership category. The amount for fees and dues of the Association shall be reviewed and established annually by majority vote of the Board of Directors.
B. Membership Fees: The appropriate membership fees and dues will be payable upon presentation of an application for membership. Thereafter, dues will be due and payable on the first day of the fiscal year. If the dues of any member are unpaid for a period of thirty (30) days, the Treasurer shall cause a notice of delinquency to be mailed. If the dues of that member remain unpaid for an additional thirty (30) days, benefits will be suspended. Membership shall automatically terminate for non-payment of dues ninety (90) days after the renewal date. Any entity whose membership has lapsed and wishes to re-apply, will be subject to the application process.
C. Payment of Dues: Payment of dues constitutes the annual membership and benefits solely for the company for whom they are paid. If a member no longer qualifies for a particular class of membership, that member may elect to be considered and participate in another class of membership as outlined in Article III, Section 1. Application fees and annual membership dues are nonrefundable, in whole, or in part.

SECTION 9. ASSESSMENTS.
No member shall be subject to any assessments or be liable for the debts and obligations of the Association.

ARTICLE IV - MEMBERSHIP MEETINGS

SECTION 1. ANNUAL MEETING.
There shall be an annual membership meeting, at a time and place to be determined by the Board of Directors. At least thirty (30) days advance notice in writing, including all electronic formats, shall be given to all members informing them of the time and place of such meeting.

SECTION 2. SPECIAL MEETINGS.
Special meetings may be called by the President, by forty percent (40%) of the Board of Directors, or by ten percent (10%) of the voting members. The President shall set the date of the meeting not less than thirty-five (35) nor more than ninety (90) days after the receipt of the request, and written notice shall be given to all voting members within twenty (20) days after receipt of the request.

SECTION 3. NOTICE OF MEETINGS.
A. Regular Meetings: The notice of the meeting must specify the matters the Board of Directors intends to present for action. However, at the meeting, any other proper matter may be presented for action by the members.

B. Special Meetings: The notice must state the general nature of the business to be transacted. No other business may be transacted at that meeting.
C. Adjourned Meeting: Any meeting of members, whether the regular annual meeting or a special meeting, and whether or not a quorum is present, may be adjourned: i) from time to time by the vote of a majority of the votes represented at the meeting, but no other business may be transacted, or ii) if there is less than a quorum, except as provided where a quorum is present and the withdrawal of members leaves less than a quorum. At any subsequent adjourned meeting, the Association may transact any business that might have been transacted at the original meeting.
D. If the time and place of an adjourned meeting are not announced at the meeting at which the adjournment is taken, or if the adjournment is for more than forty-five (45) days, or if after the adjournment: a new record date is fixed for determining the persons entitled to vote at the adjourned meeting, a notice of the adjourned meeting shall be given to all members entitled to vote at that meeting, in accordance with the provisions of these Bylaws pertaining to notice of an original meeting.

SECTION 4. VOTING AND QUORUM.

A. A quorum for a meeting of members shall be ten percent (10%) of the voting membership.
B. If a quorum is present, the vote of a majority of the voting members represented at a meeting decides the outcome of a motion.
C. If a quorum attends a meeting, but some members withdraw from the meeting, leaving less than a quorum, the remaining members may continue to transact business, if any action taken is approved by at least a majority of the members required for a quorum.
D. Even without a quorum, a majority of the votes represented at a meeting may adjourn the meeting to a later time and place.
E. Each Voting Member has one (1) vote on each matter submitted to a vote for the members; there shall be no cumulative voting; there shall be no absentee voting and there shall be no voting by proxy.
F. Any action, except election of Directors, which may be taken at any annual regular meeting or special meeting of members may be taken without a meeting and without notice, if a written ballot is distributed to every member entitled to vote on the matter on the day that the first ballot is mailed or solicited. Such distribution of ballots shall be in the manner provided for giving notice of a meeting of members. The ballot shall (i) set forth the proposed action, (ii) provide an opportunity to specify approval or disapproval of any proposal, (iii) provide a time within which to return the ballot to the Association, (iv) indicate the number of responses needed to meet the quorum requirement, (v) state the percentage of approvals necessary to pass the measure submitted, and (vi) specify the time by which the ballot must be received by the Association to be counted. Ballots may be made available in either printed or electronic format to the voting member. A matter shall be approved if the number of votes received within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the proposed action and the number of approvals received equals or exceeds the number of votes which is required for approval at a meeting at which the total number of votes cast is the same as the number of votes cast by this ballot. Any ballot received by the Association may not be revoked. All ballots shall be filed with the Secretary of the Association and maintained in the records of the Association. The result of the ballot shall be stated in the Association's next communication to members.

ARTICLE V – DIRECTORS

It is the responsibility of the Board of Directors to review and approve the Association's operations, finances and policies.

SECTION 1. POWERS: QUALIFICATION.
Subject to the limitations of these Bylaws, the Articles of Incorporation, and the laws of the state of incorporation, the activities and affairs of this Association shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 2. TERM.
Each Director shall be one (1) person designated by a Regular Member elected from their Region, and hold office for a term of three (3) years, until removed, until ceases to be a voting participant, or until a successor has been elected within their elected term. Upon completion of their term, Directors may follow the nomination and election process in order to be eligible for additional terms. Terms will begin on the first of the month following the annual meeting of their year of election and shall end on the last day of the month of which the annual meeting is held, of the last year of their three (3) year term.

SECTION 3. NUMBER.
There shall be one (1) Director for each fifteen (15) voting Association members. Regions with fewer than fifteen (15) voting Association members shall be entitled to one (1) Director. The maximum number of Directors within any Region shall be three (3). In addition to the elected members, the Immediate Past President, as hereafter defined, and the officers of the Association shall be members, unless otherwise elected to the Board by their respective local Region. In addition, any non-Board members elected by the Board to the Executive Committee shall be members of the Board of Directors.

SECTION 4. ELECTION.
Except herein otherwise provided, the Board of Directors shall be elected by the voting participants in their respective Region. Each candidate for a Board of Directors position, must self-nominate in writing to Headquarters, thirty (30) days prior to balloting.

A. Balloting: Headquarters shall provide a ballot listing the slate of candidates to which they have been nominated to each member in the electoral Region in good standing not later than 60 days prior to the annual meeting of each election year. The ballot shall bear a notice to the effect that the marked ballot shall be returned to Headquarters within 10 days prior to the annual meeting. Headquarters shall provide the ballot and completed ballots shall be returned to Headquarters.
B. Notification: Headquarters shall notify each Association member in good standing of the results of the election following the annual meeting each year.
C. Election Period: For periods where Directors' terms are still in effect, elections will not be held during that year.
D. Special Election: When a Board of Director vacancy occurs outside of normal election, the Region affected by the vacancy may hold a Special Election at any time. Special elections may be called by the President.

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SECTION 5. ADDITIONAL POWERS.
Without prejudice to the general powers stated in Section 1, and subject to the same limitations, the Board of Directors shall have the power to:

A. Select and remove all officers, agents, and Management Company, prescribe any powers and duties for them that are consistent with law, the Articles of Incorporation, and these Bylaws.
B. Change the Headquarters of the Association from one location to another; cause the Association to be qualified to do business in any state, country, or jurisdiction, and to conduct business and designate any place for the holding of any meeting or meetings of members, including annual meetings.
C. Adopt, make, and use a corporate seal; prescribe the form of certificates of membership; and alter the form of the seal and certificates.
D. Levy annual dues or fees upon members and set the date or dates for their payment; change the amount of such dues or fees and provide for collection or penalties for nonpayment of any such dues or fees.
E. Borrow money and incur indebtedness on behalf of the Association and cause to be executed and delivered for the Association's purposes, in the Association name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.
F. Set a date not more than sixty (60) nor less than ten (10) days before the date of a meeting of members as the record date for the purpose of determining the members entitled to notice of the meeting; set a record date not more than sixty (60) days before a meeting of members as the record date for the purpose of determining the members entitled to vote at the meeting; set a date not more than sixty (60) days before the day on which the first ballot is sent or solicited as the record date for the purpose of determining the members entitled to cast ballots; and set a date not more than sixty (60) days before the time for exercise by members of any of their rights with respect to any other lawful action, as the record date for the purpose of determining the members entitled to exercise such rights; but if no record date is set by the Directors under this Bylaw provision, the record date shall be as otherwise provided in these Bylaws or by law.
G. Adopt, amend, or repeal Bylaws of the Association, except that no Bylaw changing the number of Directors or the term of office of the Directors of this Association may be adopted by the Directors.

SECTION 6. REGULAR MEETINGS.
Regular meetings of the Board of Directors shall be held twice each year, one of which shall be prior to the annual membership meeting, and the other at such time and place as shall be determined by the Board. Ten (10) days prior written notice shall be given of such meetings.

SECTION 7. SPECIAL MEETINGS.
Special meetings of the Board may be called by the President or by thirty percent (30) of the Board members. Such Board members shall notify the President in writing of their demand for a meeting, and the President shall, within five (5) days after receipt of the demand, call a special meeting, and upon failure of the President to do so, such Board members may call the meeting themselves. All special meetings of the Board shall be upon ten (10) days written notice.

SECTION 8. REMOTE MEETINGS.
Subject to the meeting guidelines of these Bylaws, the Directors may meet by means of remote communication. It is mandatory that all Directors be able to contemporaneously hear one another in such event.

SECTION 9. QUORUM.
Forty percent (40%) of the then number of Directors is a quorum for the transaction of business at a given meeting. Every act or decision done or made by a majority of the Directors present at a

meeting duly held at which a quorum is present is the act of the Board, except as a greater or lesser number is required by law or provided for elsewhere in these bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for the meeting.

SECTION 10. WAIVER OF NOTICE.
The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or written consent to holding of the meeting or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the Association records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed duly given to any Director who attends the meeting without protesting, before or at the commencement of the meeting, the lack of notice to that Director.

SECTION 11. ADJOURNMENT.
A majority of the Directors present, whether or not a quorum, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

SECTION 12. RESIGNATION.
A Director may resign, effective immediately or at a later time specified by the Director, by a written, notice to the Headquarters of the Association. If the resignation is effective at a future time, a successor may be selected in advance to fill the vacancy when it becomes effective. A Director shall be deemed to have automatically resigned, without further action on their part, and a vacancy shall be created when a Director does not attend two (2) consecutive meetings of the Board of Directors, unless absence has been approved by the Executive Committee.

SECTION 13. REMOVAL OF DIRECTORS.
All Directors serve at the pleasure of the Region from which elected, may be removed at any time by a majority of all the members of the Region, and that Region shall elect the successor thereto. If any board member of the Association shall at any time be alleged to have committed any act prejudicial to the character and interest of the Board, Association, or contrary to the Bylaws, and/or the code of conduct, a written complaint thereof, setting forth with particularity the act alleged, may be submitted to the Board of Directors. A copy of the complaint shall be served upon the alleged board member at least thirty (30) days before the next meeting of the Board of Directors, and such board member shall have the right to submit a written defense and to appear in person and/or with counsel and be heard at such meeting and such complaint shall be then investigated. In case it shall be found by seventy-five percent (75%) vote of the full Board of Directors, that the charges against the member under investigation are sustained and warrant the suspension or expulsion from the Board of such member, a resolution to that effect shall be passed and executed, and such action shall be final.

SECTION 14. VACANCIES.
A vacancy on the Board of Directors shall be filled by the Region from which the vacancy occurred, and the new Director shall hold office until the expiration of the term of the Director replaced.

SECTION 15. FEES AND COMPENSATION OF DIRECTORS AND COMMITTEE/COUNCIL MEMBERS.
Directors, committee, and council members shall serve without compensation or reimbursement of expenses, except as provided for in the Association reimbursement policy.

SECTION 16. IMMEDIATE PAST PRESIDENT.
The Immediate Past President is defined as that person who was President of the Association immediately prior to the existing President. In the event that said Immediate Past President, or his successor, is no longer a voting participant, or unable to serve for any other reason, the Immediate Past President shall be the most immediate predecessor as President who is eligible to serve, as determined by the Board of Directors. The Executive Committee shall make the recommendation to the Board of Directors.

ARTICLE VI – OFFICERS

SECTION 1. OFFICERS.
The elective officers of this Association shall be a President, a President-Elect, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected for a term of two (2) years.

SECTION 2. ELECTION OF OFFICERS.
The officers shall be elected by the Board of Directors, from voting participants, at its Committee Week meeting during the second term year and shall take office on the first of the month after the close of the next succeeding annual meeting of the members, and shall remain in office until their term has expired, until they resign, or until they are removed from office, whichever shall occur first. No member shall hold more than one office simultaneously.

SECTION 3. NOMINATING COMMITTEE.
The Executive Committee shall, at least thirty (30) days prior to the election meeting, appoint a nominating committee which shall prepare a list of nominees for the various offices, and such list shall be submitted to the Board of Directors at its election meeting. Additional nominations for the role of Board Appointees, may be received from the floor at the election meeting. The Nominating Committee shall be made up of the following configuration: Immediate Past President (Chair), President-Elect, two (2) members from the current Board of Directors, two (2) non-Board members selected from the general membership, one (1) member from the current Executive Committee and the Executive Director.

SECTION 4. REMOVAL OF OFFICERS.
The Executive Committee serves at the pleasure of the Board of Directors and members may be removed from office by the Board of Directors with or without cause, by a seventy-five percent (75%) vote of the full Board of Directors.

SECTION 5. RESIGNATION.
Any officer may resign from office by written notice to the Board of Directors, which resignation shall be effective upon receipt thereof or at such later time as may be specified therein, and unless specified therein, no acceptance of such resignation shall be necessary to make it effective. An Officer or member of the Executive Committee shall be deemed to have automatically resigned, without further action on their part, and a vacancy shall be created when he does not attend two (2) consecutive Executive Committee meetings, unless absence has been approved by a majority of the Executive Committee.

SECTION 6. VACANCIES.
In an event of a vacancy in an officer position, a recommendation by the Nomination Committee for that vacancy shall be made to the Board of Directors for approval at the next Board of Director's meeting, and the new officer shall hold office until the expiration of the term of the officer replaced.

ARTICLE VII - DUTIES OF ELECTIVE OFFICERS

SECTION 1. PRESIDENT.
The President, subject to the control of the Board of Directors, shall have general supervision, direction and control of the business and affairs of the Association. He shall preside at all meetings of the members and at all meetings of the Board of Directors. He shall be an ex-officio member of all committees and shall have such other powers and duties as may be prescribed by the Board of Directors. Upon completion of the two-year (2) term, the President shall automatically assume the role of Immediate Past President for a two-year (2) term. Should the President vacate the office, the Immediate Past-President will take the interim President role, until such time (within 90 days) the Executive Committee can provide a recommendation to the Board of Directors from a pool of past presidents. The Executive Committee will remain the same. In such an event, the Immediate past president role will be appointed by the Executive Committee and approved by the Board of Directors from a pool of Past Presidents.

SECTION 2. PRESIDENT-ELECT.
The President-Elect will shadow the President role and have an understanding of general supervision, direction and control of the business and affairs of the Association. He shall attend all meetings of the members and all meetings of the Executive Committee and Board of Directors. In the temporary absence or disability of the President, the President-Elect shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to, all the restrictions upon, the President. The President-Elect shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board of Directors. Upon completion of the two-year (2) term, the President- Elect shall automatically assume the role of President for a two-year (2) term.

SECTION 3. VICE PRESIDENT.
The Vice President shall be responsible for such duties as are assigned to him by the President.

SECTION 4. SECRETARY.
The Secretary shall keep and maintain, or cause to be kept and maintained, a book of minutes at the Headquarters of the Association, in a format accordance with Robert's Rules of Order. The Secretary shall give or cause to be given notice of all meetings of members and the Board of Directors as required by the Bylaws or by law to be given. The Secretary is responsible for creating and maintaining Executive Meeting and Board of Director meetings minutes as well as maintaining the Association bylaws.

SECTION 5. TREASURER.
The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the financial affairs of the Association, including the assets, liabilities, receipts, disbursements, gains and losses. They shall deposit or cause to be deposited all moneys and other valuables in the name of and to the credit of the Association, with such depositories as may be designated by the Board of Directors. They shall disburse or cause to be disbursed the funds of

the Association as may be ordered by the Board of Directors. The Treasurer shall keep the Board of Directors informed of the Association fiscal health.

ARTICLE VIII – COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE.
The Executive Committee shall be comprised of the President, the President-Elect, the Vice President, the Secretary, the Treasurer, the Executive Director (non-voting), the Immediate Past President, one member at-large, and two (2) Board Appointee members elected by the Board of Directors. The one (1) member at-large of the Executive Committee elected by the Board of Directors shall be limited to any current member in good standing. The two (2) members of the Executive Committee elected by the Board of Directors shall be limited to Board members at the time of their election. Six (6) members shall constitute a quorum. The President shall act as Chairman. Meetings shall be called by the Chairman, or by three (3) members, by giving five (5) days written notice to all members. The Executive Committee shall have and exercise the powers of the Board of Directors between meetings of the Board, subject to any prior limitations established by the Board. Minutes shall be kept of all Executive Committee meetings and shall be circulated to the Board of Directors.

SECTION 2. FINANCE COMMITTEE.
The Finance Committee shall be a standing committee responsible for the financial affairs of the organization. The treasurer shall be the chair of the committee. The committee shall include three executive officers plus as many others as the treasurer deems fit. The finance committee shall meet a minimum of two times a year, to monitor the financial status of the organization relative to stated budgetary goals and to establish financial policies.

SECTION 3. COUNCILS.
Councils may be established by approval of the Board of Directors with specified authority and responsibility. Council Chairs and the authority and responsibility thereof are appointed by the President. All Council Chairs serve at the pleasure of the President. Members in good standing may participate on any council.

SECTION 4. COMMITTEES.
Committees may be established by the Executive Committee, with specified authority and responsibility. The method of appointment of members and the authority and responsibility thereof shall be determined by the executive committee. All Committee Chairs serve at the pleasure of the Executive Committee. Candidates offered a seat on the committee must be in good standing.

ARTICLE IX – MANAGEMENT

SECTION 1. EXECUTIVE DIRECTOR.
The Board of Directors and/or The Management Company, may employ an Executive Director and specify the terms and conditions of employment. The executive director is hired to handle the day to day affairs of the SAIA. While the Executive Director can delegate authority to handle ordinary matters, all contracts, payments and other extraordinary issues need approval from the President or the Elective Officer to whom they/or the Board of Directors delegate. He shall be an ex-officio member of the Board of Directors, Councils and Committees. The Executive Director is responsible for all employees of the Association/Management Company (including hiring, retaining and dismissal in accordance with federal and state labor laws); prescribe any and all duties for them that are consistent with law, the Articles of Incorporation, and these Bylaws. The Executive Director is responsible for the overseeing of the administration, programs and planning of the

Association, as defined by the Board of Directors. In the absence of an Executive Director, The

Board of Directors and/or the Management Company may employ staff, managers, consultants, and/or management companies, and specify the terms and conditions under which they shall function.

ARTICLE X – NOTICES

SECTION 1. NOTICE TO MEMBERS.
Notices, except as may otherwise be provided in these Bylaws, or by law, shall be provided by Headquarters and addressed to the member at the last known address shown on the Association's records. Such notices may be included in any newsletter, magazine or other media regularly sent to members.

SECTION 2. NOTICES BY MEMBERS.
Any notices or demands from members, unless otherwise provided in these Bylaws or by law, shall be in writing, or electronic format, addressed to the Association at its Headquarters.

ARTICLE XI – REGIONS

SECTION 1. FORMATION.
The Board of Directors may from time to time authorize voting members, in a given geographical area, to form Regions, upon such terms and conditions as the Board may establish.

ARTICLE XII - BOOKS, RECORDS AND REPORTS

SECTION 1. ANNUAL REPORTS TO MEMBERS.

A. Each year, a copy of the most recent annual financial report shall be available and promptly sent to any member who sends a written request for the report to the Headquarters.
B. Not later than one hundred twenty (120) days after the close of the fiscal year, the Association shall prepare an annual financial report containing (i) a balance sheet as of the end of the fiscal year, (ii) an income statement for the fiscal year, (iii) a statement of changes in financial position for the fiscal year, (iv) a statement that the names and addresses of the current members of the Association are located at the Headquarters. The report shall be accompanied by (i) any report on it by an independent accountant, or if there is no such report, (ii) the certificate of an authorized officer of the Association that the statement was prepared without audit from books and records of the Association.
C. Headquarters shall prepare upon request of any member, a statement regarding any fees paid by the Association to any Association member, aggregating more than Five Thousand Dollars ($5,000.00).
D. Every three (3) years the Association shall hold an independent third-party financial audit and deliver the results to the Board of Directors at completion of the audit.

SECTION 2. INSPECTION BY DIRECTORS.
Every Director has the absolute right at any reasonable time to inspect all books, records and documents of any kind and the physical properties of the Association.

SECTION 3. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.
A copy of the Association's Articles of Incorporation and Bylaws, as amended to date, shall be maintained at the Headquarters of the Association and shall be open to inspection by any member at all reasonable times during office hours.

SECTION 4. MAINTENANCE AND INSPECTION OF OTHER ASSOCIATION RECORDS.
The Association's books and records of accounts and minutes of the proceedings of its members, Board of Directors and committees of the Board shall be kept at the Headquarters of the Association and shall be open to inspection by any member at all reasonable times during office hours.

SECTION 5. WHO MAY INSPECT
Any right of inspection by a Director or member stated in these Bylaws includes the right to copy and to make extracts of the records inspected and to inspect in person or by agent or attorney. Any record requested for inspection shall be made available in written form, on reasonable notice if not maintained in written form.

ARTICLE XIII – INDEMNIFICATION

SECTION 1. INDEMNIFICATION AND INSURANCE.
The Association shall indemnify to the maximum extent permitted by law, its Directors, Officers, employees and agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the Association, and shall purchase and maintain insurance for such purposes.

ARTICLE XIV – AMENDMENTS

SECTION 1. BY MEMBERS.
New Bylaws may be adopted or these Bylaws may be repealed or amended at their annual meeting, or at any other meeting of the members called for that purpose, by a vote of the members entitled to exercise a majority of the voting power of the Association, or by written consent of such members.

SECTION 2. POWERS OF DIRECTORS.
Subject to the right of the members to adopt, amend or repeal Bylaws, as provided in Section 1 of this Article, the Board of Directors may adopt, amend or repeal any of these Bylaws other than a Bylaw or amendment thereof changing the authorized number of Directors, or the term of office of the Directors of this Association.

SECTION 3. RECORD OF AMENDMENTS.
Whenever an amendment or new Bylaw is adopted, it shall be copied in the book of Bylaws with the original Bylaws, in the appropriate place. A listing of amendments and amended date shall be maintained. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written consent was filed shall be stated in said book.

ARTICLE XV – MISCELLANEOUS

SECTION 1. ROBERT'S RULES OF ORDER.
The rules in the most recent issue of Robert’s Rules of Order shall govern the Association in all cases, when such rules are not in conflict with the Articles of Incorporation, Bylaws, or any special rules the Association may adopt.

SECTION 2. CERTIFICATION AND SEAL.
No member, person, company or organization shall publish or use a label or logo affixed to any

product, piece of equipment, literature, material, document, or otherwise, which shall exhibit a SAIA owned seal or logo which purports to show other than membership in the SAIA. For any violation of this Section, the violator shall, by the act of violation, be deemed to agree to indemnify and hold the SAIA free and harmless from any liability, including, but not limited to, damages, judgments, settlements, attorneys' fees, court costs and related expenses.

ARTICLE XVI - ASSOCIATION ASSETS

No member of the Association shall have any right, title or interest in or to the whole or any part of the property or assets of the Association; and in the event of dissolution, liquidation, abandonment, or winding-up of the affairs of the corporation, the assets remaining after paying all debts and obligations (or adequately providing for the latter) shall be distributed to one or more non-profit organizations designated by a majority of the full Board of Directors, which organization or organizations shall have established its or their tax exempt status under Section 501(c) of the Internal Revenue Code of 1954. In no event shall any assets inure to the benefit of, or be distributed to any member, director, officer, or employee of the Association. If the majority of the full Board of Directors is not in full accord as to the disposition of the assets within one (1) year from the date of the event causing its dissolution, liquidation, abandonment, or winding- up, then such assets shall be disposed of in such manner as may be directed by the decree in presiding state and county where the Association is legally conducting business.

ARTICLE XVII: LEGAL COUNSEL

The Board of Directors may retain legal counsel who may be consulted with respect to all Association and committee activities and who may be in attendance at specified meetings of the Association and its Board of Directors.

THESE COMPLETELY REVISED BYLAWS WERE ADOPTED JUNE 13, 1981.
Revisions and amendments are as follows:

Action	Date	Article/Section
Revision Adopted	December 5, 1981	Article VI, Section two, three
Amended	June 25, 1986	Article VIII, Section one, two, Article XV
Adopted	February 14, 1989	Article XVI, Section one
Amended	January 23, 2004	Article VI, Section one, two
Amended	January 23, 2004	Article VII, Section two, three
Amended	July 29, 2005	Article III, Section one, five, seven
Amended	July 29, 2005	Article V, Section three, five, twelve
Amended	July 29, 2005	Article X, Section one, two
Amended	July 29, 2005	Article XI
Amended	September 25, 2007	
Amended	September 30, 2011	Article I
Amended	June 21, 2013	Article III, Section one, two, five, seven
Amended	January 9, 2014	Article III, Section one, part F and Section three, parts A. B
Amended	January 9, 2014	Article V, Section three, four
Amended	December 4, 2015	Article III, Section one, parts A, C

Amended	May 13, 2016	Article II Article III, Section one, parts E, F, Section two, five, six, seven, eight Article IV, Section four, parts A, F Article V, Section two, three, four, nine, ten, thirteen, fourteen Article VI, Section one, two, three, four, five Article VII, Section one, two, four, five Article VIII, Section one Article IX, Section one Article X, Section one Article XI, Section two Article XIV, Section three Article XVII
Amended	June 30, 2016	Article V, Section five, part G, section three
Amended	December 28, 2017	Article II, Section one through ten
Amended	December 28, 2017	Article III, Section one, parts A, B, C, Section three, seven, eight, Article IV, Section two, three, four Article V, Section one, two, four, five, seven, twelve, thirteen, seventeen Article VI, Section two, three, five, six Article VII, Section one, two, three, four Article VIII, Section one, two Article IX, Section one Article X, Section one, two Article XI, Section one Article XII, Section one, two, three, four, five, six Article XIII, Section one Article XV, Section two Article III, Section one, Parts B, C, D, E, F, Section Seven
Amended	September 23, 2019	Article III, Section one, Parts B, C, D, E, F, Section Seven
Amended	September 23, 2019	Article V, Section 13
Amended	September 23, 2019	Article VIII, Section 2, Section 3
Amended	September 23, 2019	Article IX, Section 1
Amended	September 14, 2020	Article III, Section 7
Amended	August 22, 2022	Article VIII, Section two, part H
Amended	August 5, 2025	Article III, Section one
Amended	August 5, 2025	Article IV, Section three and four, part A and B