

# AMENDED AND RESTATED BYLAWS

## EQUIPMENT AND TOOL INSTITUTE

Effective November 11, 2025

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## DEFINITIONS

The following definitions shall apply to these Bylaws:

“Executive Board” shall mean the Executive Board of Directors, which shall serve as the board of directors of the corporation, as defined in Article VI, Sections 1 and 2.

“ETI” shall mean the Equipment and Tool Institute, a registered Illinois not for profit corporation.

“Full Member” shall mean a member of that class of members that enjoy the benefits and services of Full Membership as described in Article III, Section 2.

“General Membership Agreement” shall mean that agreement between the members and the corporation.

“Institute” shall mean the Equipment and Tool Institute, a registered Illinois not for profit corporation.

“OEM” shall mean original equipment manufacturer.

“OEM Data” shall mean vehicle specifications and vehicle information required for the use of diagnosis, service and repair of vehicles, as well as data generated by the vehicle for use in diagnosis, service and repair of that vehicle.

## **ARTICLE I**

### **NAME AND REGISTRATION**

Section 1. **Name and Brand** – The formal name of this corporation shall be “EQUIPMENT AND TOOL INSTITUTE,” a registered Illinois not for profit corporation (501)(c)(6)) (“ETI” or the “Institute”). The ETI staff are responsible for managing guidelines on use of the brand name and the Board-approved logo, as well as, trademark registration, approved colors, approved fonts, use of the logo and/or brand name for events, publications, and other uses. Any misuse of the name, logo, or brand identity are to be managed by the staff and reported to the Executive Board of Directors ("Executive Board").

Section 2. **Registration** – The Institute shall maintain a registered agent in Illinois, where the Institute is incorporated.

Section 3. **Operations** – The ETI staff are responsible for the day-to-day operations of the Institute.

## **ARTICLE II**

### **PURPOSES**

The purpose of this Institute shall be to promote the best interests of the automotive equipment and tool industry in the United States and other regions as defined by the Executive Board. This includes, but is not limited to:

1. Promoting the evolution of a viable automotive aftermarket;
2. Protecting the financial and legal interests of its members and to promote the common business interests of the industry;
3. Protecting the intellectual property of the membership and providing a secure repository for OEM Data;
4. Providing unparalleled networking between members and OEMs in a collaborative, supportive environment;
5. Acting as technical advisor to the industry; and
6. Collaborating and cooperating with other stakeholders in the industry.

### **ARTICLE III**

#### **MEMBERSHIP**

Section 1. **Members** – Any person, firm or corporation is eligible for membership if it meets the following qualifications:

1. Is engaged as a manufacturer, potential manufacturer or marketer of automotive service repair equipment, tools, information or services;
2. Has a regular physical presence in the United States or other region as defined by the Executive Board;
3. Is financially sound;
4. Has a demonstrable reputation for integrity and sound character; and
5. Meets such other uniform requirements as may be established from time to time by the Executive Board.

Section 2. **Membership Levels** – The classes of ETI membership as well as the benefits and services associated with each membership class can be found in the Membership Classes, Benefits and Services Document.

Only Full Members who are current on all dues and fees shall be considered to be in good standing and entitled to vote on matters presented to the members for vote. All other members are nonvoting.

Section 3. **Election of Members** – Any person, firm or corporation eligible for election to membership under these Bylaws may be elected to membership upon application and approval by a majority vote of the Executive Board, in accordance with the procedures described in Sections 4 and 5 below.

Section 4. **Approval Procedure** – Applicants for membership in the Institute shall be approved and elected in accordance with the application approval procedure.

Section 5. **New Member Requirements** – New members, defined as companies that were never a member, or previous member companies that had a lapse in membership, are required to have at minimum one (1) person attend Tool Tech in their first 12 months of membership. If the company is also a Scan Tool Group member, the company shall have at minimum one (1) person attend one of the Technology Events in their first year of membership. In cases where current member companies are acquired or merged with non-member companies, accommodations to this requirement can be made by the Executive Board from time to time at its discretion.

Section 6. **Duration of Membership and Resignation** – Membership in the Institute may terminate by voluntary resignation, or otherwise pursuant to these Bylaws. All rights, privileges and interest of a member in or to the Institute shall cease on the termination of membership. Any member may, by giving written notice of such intention, resign from membership. Such notice shall be presented to the Executive Board at the next succeeding meeting of the Executive Board. Resignations shall not relieve members from paying dues in full for the entire year and satisfying all other obligations for the current quarter.



Section 7. **Suspension and Expulsion** – Membership in the Institute may be suspended or terminated for cause. “Suspension” shall be a temporary cessation of all member benefits, rights, and privileges for a specified period of time, after which all former member benefits, rights, and privileges shall be restored. “Termination” shall mean a permanent and complete cessation of all member benefits, rights, and privileges; provided, however, that termination shall not preclude a former member from later reapplying for membership as provided in these Bylaws. Sufficient cause for such suspension or termination of membership shall be a violation of these Bylaws or any lawful rule or practice duly adopted by the Institute, breach of a member's obligations under the General Membership Agreement, or any other conduct prejudicial to the interests of the Institute or its members, as determined by the Executive Board. Violations may include but are not limited to:

- Misuse of any entities’ intellectual property
- Sharing and/or misuse of Institute or its members’ private or confidential information
- Sharing and/or misuse of OEM data or confidential information
- Violating OEM license agreements

Offering products for the purpose of “tuning”

- Publicly criticizing ETI policy
- Openly acting any way detrimental to the reputation, image, and workings of the Institute.

Members who become aware of member misconduct or illicit activity should report such issues to the Executive Director of ETI in writing. The Executive Director of ETI shall inform the Executive Committee. The Executive Committee shall then promptly investigate the allegations and, if the results of such an investigation substantiate the allegations, shall recommend to the

Executive Board that it commence the process of Investigation, Suspension, or Expulsion described in the paragraph below.

Upon receipt of the recommendation to commence the process of investigation from the Executive Committee, the Executive Board shall send a statement of the charges by certified or registered mail to the last recorded address of the member at least thirty (30) days before any action is taken by the Executive Board on the matter. This statement shall be accompanied by a notice of the time and place of the meeting of the Executive Board at which charges shall be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Executive Board. Upon conclusion of the hearing, the Executive Board may, by two thirds (2/3) vote of the entire Executive Board, suspend or terminate the membership of the member if the Executive Board believes that cause has been established sufficient to warrant suspension or termination in light of the evidence and testimony presented. Prompt notice of the Executive Board's decision shall be provided to the member.

## **ARTICLE IV**

### **DUES OR ASSESSMENTS**

Section 1. **Dues and Assessments** – The Executive Board shall determine any fees, annual dues and assessments for members of the Institute. Payment due dates, invoicing, payment tracking and collections will be handled by the ETI staff and the status reported to the Executive Board at every quarterly Executive Board meeting.

Section 2. **Contributions** – The Institute at any time may accept and use contributions or gifts made to it by any person, firm or corporation. All contributions or gifts above nominal value, other than gifts of cash, cash equivalents, or publicly traded securities, must be approved by the Executive Board. Voluntary labor by members will not be considered a contribution or gift in relation to this section.

Section 3. **Failure to Pay** – Members who fail to pay their dues or assessments within thirty (30) days from the time they become due shall be notified at that time by the Executive Director of ETI or such other office as may be designated for such purposes by the Executive Board, if payment arrangements are not made within the next succeeding sixty (60) days, shall, without further notice and without hearing, be terminated from membership and forfeit all rights and privileges of membership. The Executive Board may, by rule, prescribe procedures for extending the time for payment of dues and assessments and continuation of membership privileges upon request of a member and for good cause shown.

Members who elect not to renew their membership and pay the appropriate dues/fees are to be listed as inactive and not eligible for participation in ETI events, communications or activities and

shall not be entitled to vote at member meetings. Should that member seek to renew its membership within 2 years of cancellation, it must pay dues in arrears, back to the time of termination. After 2 years' time, former members wishing to rejoin as members must submit a new Application for Membership and follow the procedure described in Article III.

## **ARTICLE V**

### **MEMBER MEETINGS**

Section 1. **Annual Meetings** – There shall be an annual meeting of the members of the Institute, as scheduled by the Executive Board, for the receiving of the annual reports, election of Directors and Officers, and for the transaction of other business. Notice of such meeting, sent by the President of ETI, shall occur at least thirty (30) business days before the time appointed for the meeting.

Section 2. **Special Meetings** – Special meetings of the members of the Institute may be called by the President, Executive Director of ETI or the Executive Board, and shall be called by the President upon the written request of fifteen (15) or more members. Notice of any special meetings shall be sent to the last noted e-mail address of each member at least five (5) business days before the time appointed for web conference or conference call meetings and twenty (20) business days before face-to-face meetings with a statement of time and place of the meeting and information as to the subject matter to be considered.

Section 3. **Waiver of Notice** – Attendance at a meeting of members, in person or by proxy, constitutes a waiver of notice of the meeting, except when the member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 4. **Quorum** – A majority of the voting ETI members present in person, by proxy, or by remote participation, shall constitute a quorum at any meeting of members. If a quorum is not

present, the members present may adjourn the meeting, without any further notice, until a quorum is convened.

Section 5. **Procedures** – All meetings of the Institute shall be governed by parliamentary process as set forth in Robert’s Rules of Order (most recent edition) when it does not conflict with these Bylaws. Except as otherwise provided in the Articles of Incorporation, these Bylaws, or applicable law, all matters submitted to a vote of members shall be adopted only after receiving a favorable vote of more than one half (1/2) of the voting members present in person or by proxy, or participating by remote communications equipment.

Section 6. **Participation and Attendance** – A member may participate in a meeting of members by conference phone or other means of remote communication that permits all people that participate in the meeting to communicate with all the other participants. All participants shall be advised of the means of remote communication. Participation in a meeting by conference phone or other means of remote communication that satisfies the aforementioned requirements constitutes presence in person at the meeting. At all meetings, members who are companies or firms may be represented by any officer, partner or principal, or by any members or representatives of the company or firm who the member may delegate for the purpose of member representation. Guests shall be allowed at meetings only on approval of the presiding officer.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

Section 1. **Executive Board** – The Executive Board shall constitute the Board of Directors of the Institute. Only members of the Executive Board (hereinafter “Directors”) shall have the right to vote on Executive Board matters.

Section 2. **Composition and Terms of Office of the Executive Board** – The Executive Board shall consist of the following four officers: the President, the President-Elect, the VP of Global Growth and Strategy, and the Secretary/Treasurer (the “Officer Directors”), together with up to five additional Directors (the “At-Large Directors”) elected by the members at the annual meeting of the members. Of the five At-Large Directors, up to two may be elected by the members from among the European Directors. The total number of Executive Board members shall not exceed nine.

Executive Board members shall assume their roles on the first day of the month following the annual meeting. Officer Directors will serve a single two-year term on the Executive Board and may not be re-elected for successive terms. At-Large Directors will also serve a two-year term but may be re-appointed for successive terms.

Section 3. **Advisory Board** – The Institute shall also have an Advisory Board. The Advisory Board shall advise and be heard by the Executive Board on any question of policy involving or likely to affect the Institute or its structure. The Advisory Board is not the Board of Directors or any part of the Board of Directors of the Institute, shall have no vote on Executive Board matters, and shall neither have nor owe any fiduciary duties to the Institute. The Advisory Board shall consist of the

President-Elect, who will serve as the Advisory Board's chair, along with a Secretary-Treasurer Elect and a VP of Global Growth and Strategy-Elect (the "Elect Advisory Board Members"), together with no less than five and no more than nine additional Advisory Board members elected by the members (the "At-Large Advisory Board Members"). Elect Advisory Board Members shall be appointed for 2-year terms, after which they will automatically, and without the necessity of any further Executive Board or member action, succeed to the officer positions as President, Secretary-Treasurer, and VP of Global Growth and Strategy, respectively, and serve as successor Officer Directors on the Executive Board.

Advisory Board members shall assume their roles on the first day of the month following their election at the annual meeting.

At-Large Advisory Board Members shall be elected to two-year terms of office and may be reelected to successive terms of office. One of these At-Large Advisory Board Members may be designated as the "Technical Advisor," who shall have and may exercise such authority, and shall assume such responsibilities, as may be delegated and/or assigned by the Executive Board to the Technical Advisor from time to time.

Section 4. **Board Member Limits** – No more than one individual from the same member firm or corporation is permitted to serve on the Executive Board and no more than two individuals from the same member firm or corporation are permitted to serve on the Executive Board and Advisory Board collectively. In the event the Executive Board is made aware of any situation where there are more than the permitted number of individuals from any single firm or corporation serving on the Executive Board or the Advisory Board, the Executive Board, during its next regular meeting,



shall take action to remove and replace a sufficient number of the Directors or Advisory Board members in office to reduce the number of Directors or Advisory Board members, as the case may be, from any single member firm or corporation as necessary to ensure compliance with these limitations. During periods when there is more than one individual from the same member firm or corporation serving on the Executive Committee, none of the Executive Board members associated with that member firm or corporation will be eligible to vote on Executive Board matters.

Section 5. **Responsibilities and Powers of the Executive Board** – The Executive Board shall have overall supervision, control, and direction of the Institute's affairs. Within the boundaries set forth in the Bylaws, the Executive Board is responsible for establishing and modifying Institute policies. It is also tasked with actively pursuing the Institute's objectives and exercising discretion over the allocation of financial resources. The Executive Board may establish operational rules and regulations and appoint agents as necessary for the execution of its delegated powers. In carrying out its duties, the Executive Board shall focus on the following key functions as detailed in the Board Operating Manual.

Section 6. **Fiduciary Responsibilities** – The Executive Board collectively, and the Directors individually, owe fiduciary duties to the Institute. Exercising fiduciary duties means that Directors have a duty to act with care and in the best interest of the Institute and remain loyal to its mission, as opposed to acting in their own interests, the interest of the Executive Director of ETI they supervise or in the interest of their own member firm or corporation. Directors shall exercise the following fiduciary duties per the Board Operating Manual.

Section 7. **Meetings** – An annual meeting of the Executive Board shall take place immediately following the annual meeting of members. The Executive Board shall also meet from time to time upon the call of the President and shall be called for a meeting by the President upon the written request of a majority of the members of the Executive Board at such time and place as may be designated. Notice of all meetings of the Executive Board shall be sent to each member of the Executive Board at the Director's last recorded e-mail address at least five (5) business days before the time appointed for web conference or conference call meetings and at least twenty (20) business days before face-to-face meetings. The meeting notice does not need to specify the business to be transacted or the purpose of the meeting.

The Advisory Board shall meet upon the call of the President-Elect or shall be called for a meeting by the President-Elect upon the written request of a majority of the members of the Advisory Board at such time and place as may be designated. Notice of all meetings of the Advisory Board members shall be sent to each member of the Advisory Board at the Advisory Board member's last recorded e-mail address at least five (5) business days before the time appointed for web conference or conference call meetings and at least twenty (20) business days before face-to-face meetings. The notice does not need to specify the business to be transacted or the purpose of the meeting.

Section 8. **Waiver of Notice** – Attendance of a Director or Advisory Board member at a Board meeting constitutes a waiver of notice of the meeting, except where a Director or Advisory Board member attends the meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Unless

the Executive Board determines otherwise, Executive Board meetings shall only be open to Directors and invited guest.

Section 9. **Quorum** – A majority of the entire Executive Board shall constitute a quorum at any meeting of the Executive Board. If a quorum is not present, a majority of those Directors present may adjourn the meeting, from time to time, without further notice until a quorum is present.

A majority of the entire Advisory Board shall constitute a quorum at any meeting of the Advisory Board. If a quorum is not present, a majority of those Advisory Board members present may adjourn the meeting, from time to time, without further notice until a quorum is present.

Section 10. **Meeting by Communications Equipment** – Board members, whether from the Executive Board or Advisory Board, or any committee established by these Bylaws or by the Executive Board, may participate in an Executive Board, Advisory Board, or committee meeting, as the case may be, using a conference call or similar communication tools if all individuals who are participating in the meeting can communicate with the other participants. Participation in this manner constitutes attendance in person at the meeting.

Section 11. **Action Without a Meeting** – Any action required or permitted to be taken under authorization voted at a meeting of the Executive Board, the Advisory Board, or one of the corporation's committees may be taken without a meeting if, before or after the action, all members of the Executive Board, the Advisory Board, or the committee, as the case may be, consent to the action in writing or by electronic transmission. This written consent will be kept

with the official records of the Executive Board, the Advisory Board, or the committee, as the case may be, and it will have the same effect as if the action had been approved through a formal vote at a meeting for all intents and purposes.

Section 12. **Compensation** – Directors and Advisory Board members, as such, shall not receive any stated compensation for their services as Directors or Advisory Board members; provided, however, that the Executive Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Institute. Nothing herein shall preclude a Director or Advisory Board member from serving the Institute in any other capacity and receiving compensation for such services.

Section 13. **Resignation or Removal** – Any Director or Advisory Board member may resign at any time by giving written notice to the President, the Executive Director of ETI, or to the Executive Board. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the President or the Executive Board. Any Director or Advisory Board member may be removed for cause at any time by a two-thirds (2/3) vote of the Directors present, following notice, at any duly called special meeting of the Executive Board to which the Vice President of Global Growth and Strategy – Elect and the Secretary/Treasurer – Elect would be invited to participate on a non-voting basis, or by the action of the voting members, with or without cause as defined in the Board Operating Manual, at any duly called meeting of members.

All Directors are expected to attend all Executive Board meetings and all Advisory Board members

are expected to attend all Advisory Board meetings. A Director or Advisory Board member's absence will be deemed "Excused" or "Non-Excused" by a simple majority vote of those in attendance at the meeting; provided, however, that if no vote is taken on the matter, the Director's or Advisory Board member's absence shall be deemed to have been "Excused." Having two (2) Non-Excused occurrences in the same calendar year constitutes a resignation.

Section 14. **Vacancy** – In the event of a vacancy in an Officer-Director position, the President-Elect shall fill any vacancy in the office of President, the Vice President of Global Growth and Strategy – Elect shall fill any vacancy in the office of the Vice President of Global Growth and Strategy, and the Secretary/Treasurer – Elect shall fill any vacancy in the office of Secretary/Treasurer, each to serve until the next regular election of the membership without vacation of their existing officer positions, which they will continue to hold. In the event of a vacancy in any other Director or Advisory Board position, the vacancy shall be filled by the Nominating Committee with ratification by the Executive Board until the next regular election of the membership. The person who fills the vacancy must meet the required qualifications for the position. If the President-Elect is unable or unwilling to complete the vacated term of the President, the Immediate Past President will be asked to serve as President until the next regular election of the membership. In the event that a vacancy in any Officer Director position cannot be filled by the process described above, the vacancy shall be filled by the Nominating Committee, subject to ratification by the Executive Board, and shall serve until the next regular election of the membership or until his or her earlier resignation or removal. The person who fills the vacancy must meet the required qualifications for the position.

## **ARTICLE VII**

### **OFFICERS**

Section 1. **Officers** – The officers of the Institute shall be the President of the Executive Board, President-Elect, Vice President of Global Growth and Strategy, and the Secretary/Treasurer, and such other officers as the Executive Board may deem necessary or appropriate. Every second year, commencing on the first day of the month following the annual meeting of the members, the then-serving President-Elect shall become the President, the then-serving Vice President of Growth and Strategy - Elect shall become the Vice President of Growth and Strategy, and the then serving Secretary/Treasurer-Elect shall become the Secretary/Treasurer, all without the necessity of any action by the Executive Board or the members. At the discretion of the Executive Board, any candidate for the office of Secretary/Treasurer or Elect Secretary/Treasurer may be required, prior to election, to pass a “minimum capabilities” test for confirmation of his/her financial acumen. The officers of the Institute shall also consist of the Elect Officers described in Section 9 below, each of whom shall be elected by members at each second annual meeting of the members.

Section 2. **Term of Office** – Each officer shall take office the first day of the month following the annual meeting of members and shall serve for a term of two years and until the first day of the month following the most recent annual meeting of members, when his or her successor shall take office, or until his/her earlier resignation or removal.

Section 3. **Removal** – Any officer of the Institute may be removed by the members at any time and for any reason or may be removed by the Executive Board for cause in the same manner as that set forth for removal of a Director in Article VI, Section 13 above. Any officer facing removal

for cause by the Executive Board shall be afforded the opportunity to address the Executive Board and present a defense to the allegations of cause for removal. The removal of an officer shall be deemed to constitute a concurrent removal of the person as a Director and, in the case of the President-Elect, a removal of the person from the Advisory Board.

Section 4. **Vacancy** – Any vacancy in an officer position shall be filled in the manner described in Article VI, Section 14 above; provided, however, that in the event of a vacancy in the office of Vice President of Global Growth and Strategy filled by the Vice President of Global Growth and Strategy – Elect, or in the case of a vacancy in the office of Secretary/Treasurer filled by the Secretary/Treasurer-Elect, the individual filling the vacancy shall continue to serve in his or her officer elect position until the next regular election of the membership.

Section 5. **President** - The President of the Executive Board for the Institute shall preside at meetings of the members of the Institute and of the Executive Board and the Executive Committee and shall be a member, with the right to vote, on all committees except the Nominating Committee (unless randomly selected to serve as provided in Article IX, Section 3). He/she shall also, at the annual meeting of the Institute, and at such other times as he/she shall deem proper, communicate to the Institute or to the Executive Board, such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the Institute, and shall perform such other duties as are necessarily incident to the office of the President or as may be specified by the Executive Board. The President shall be responsible for ensuring (to the best of his or her ability) the implementation of the policies of the Institute as determined by the Executive Board. The President shall supervise the activities of the Institute and the management thereof by the Executive Director of ETI. Upon

expiration of his/her term as President, the immediate past President is eligible to be elected as an At-Large Advisory Board Member, but shall not be eligible for election as an At Large Director or as President-Elect, Vice President of Global Growth and Strategy – Elect or as Secretary/Treasurer-Elect until the lapse of two full years after service as President.

Section 6. **President-Elect** – The primary duties of the President-Elect are to chair the Advisory Board and the Program Committee. The President-Elect will work with the Executive Board and staff to create an agenda and overall plan for approval by the Executive Board at the next term's annual meeting. The President-Elect shall have such other duties as may be specified by the Executive Board. The President-Elect follows the President in succession.

Section 7. **Vice President of Global Growth and Strategy** – The primary duty of the Vice President of Global Growth and Strategy is to define, develop, and implement growth strategies supporting the President of ETI. The VP of Global Growth and Strategy will work with the Executive Board and staff to support the President of the ETI in guiding the Institute's growth strategies and drive support for the Annual Meeting (Tool Tech) and Tech Week events. The VP of Global Growth and Strategy shall have such other duties as may be specified by the Executive Board.

Section 8. **Secretary/Treasurer** – The Secretary/Treasurer shall take minutes of all Executive Board meetings or appoint an ETI staff member to take such minutes and notes and submit them to the Executive Board after reviewing them. The Secretary/Treasurer shall review the ETI financials, including profit and loss statements, balance sheet, disbursements, and the President of ETI expense reports on a monthly basis, compare it to the budget, and report any significant deviation or concern to the Executive Board. The duties of the Secretary/Treasurer, with the approval and



at the direction of the Executive Board, may be assigned in part to the President of ETI. The Secretary/Treasurer shall have such other duties as may be specified by the Executive Board.

Section 9. **Elect Officers** – The Vice President of Global Growth and Strategy-Elect, and the Secretary/Treasurer-Elect (together, the “Elect Officers”) shall provide assistance to, and serve under the general supervision and direction of, the Vice President of Global Growth and Strategy and Secretary/Treasurer (who, together with the President and President-Elect, shall constitute the “Regular Officers”), respectively, with the intent that such service provide opportunities for training to the Elect Officers to appropriately equip them to serve as successor Regular Officers upon completion of the Regular Officers’ two-year terms of service.

## **ARTICLE VIII**

### **EXECUTIVE DIRECTOR OF ETI**

Section 1. **Description and Authority** – The Executive Director of ETI is the administrator and general manager of the Institute. This shall be a salaried position employed and appointed by the Executive Board. He/she shall be responsible to the President and the Executive Board. He/she shall have the authority to execute contracts on behalf of the Institute as appropriate for the position or when approved by the Executive Board. He/she shall have the title of Executive Director of ETI or such other title as the Executive Board shall from time to time designate. He/she shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Institute. He/she shall manage and direct all functions and activities of the Institute and perform such other duties as may be specified by the Executive Board.

## **ARTICLE IX**

### **COMMITTEES**

Section 1. **Appointment** – The Institute shall at all times maintain three standing committees, an Executive Committee, a Nominating Committee, and a Program Committee. The President, subject to the approval of the Executive Board, may from time to time appoint such additional or special committees or subcommittees as he/she may find necessary or appropriate.

Section 2. **Executive Committee** – The Executive Committee shall be comprised of the officers of the Institute, the Executive Director of ETI, and the option of one other Director as elected by the Executive Board. The Executive Committee members may exercise the powers of the Executive Board when the Executive Board is not in session, reporting to the Executive Board at its next meeting any action taken.

Section 3. **Nominating Committee** – The Nominating Committee shall consist of a total of seven members, four of whom shall be selected from among the Executive Board and three of whom shall be selected from among the Advisory Board. Each year, at least three months prior to the annual meeting of members, the Executive Director of ETI shall, through a random selection process witnessed by the Executive Board, identify four members from among the Executive Board and three members from among the Advisory Board for positions on the Nominating Committee. The Nominating Committee as so comprised shall appoint its own chair. The responsibility of the Nominating Committee is detailed in the Board Operating Manual.

Section 4. **Program Committee** – The Program Committee will support and advise the ETI Executive Director on the location, selection, timing, agenda, and planning (including speaker identification and booking) of the annual ToolTech Meeting. The committee shall consist of the President-Elect, who shall serve as the committee chair, along with the Executive Director of ETI or his/her designee and four other committee members appointed by the President-Elect. Unless otherwise directed by the Executive Board, the Executive Director of ETI shall have sole decision-making authority as to the location and timing of the annual ETI ToolTech Meeting.

Section 5. **Quorum, Taking Action** – A majority of the voting members of the committees shall constitute a quorum for the transaction of committee business, and the vote of a majority of those committee members present where a quorum has been established shall constitute the action of the committee. Committee meetings may be called by the committee chairman or by any three committee members giving at least twenty (20) days' notice of the meeting.

Section 6. **Committee Limitations** – No committee shall exercise the powers and prerogatives of the Executive Board unless such committee shall consist exclusively of Directors of the Institute. No committee shall have the power or authority to amend the Articles of Incorporation or Bylaws of the Institute, adopt an agreement of merger or consolidation, recommend to members the sale, lease, or exchange of all or substantially all of the Institute property and assets, recommend to members a dissolution of the Institute or a revocation of a dissolution, fill vacancies in the Executive Board or Advisory Board (except that the Nominating Committee may do so subject to approval of the Executive Board), fix the compensation of Directors or Advisory Board members

for serving on the Executive Board or Advisory Board or on a committee, or terminate membership.

Section 7. **Rules** – Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Executive Board.

## **ARTICLE X**

### **MISCELLANEOUS**

Section 1. **Membership Voting** – Whenever, in the judgment of the Executive Board, any question shall arise which it believes should be put to a vote of the membership, including the election of directors and officers and amendments to these Bylaws, and when it deems it inexpedient to call a special meeting for such purposes, the Directors may, unless otherwise required by these Bylaws, submit such a matter to the membership in writing by mail or electronic means for vote and decision. The question thus presented shall be determined within thirty (30) days after such submission to the membership, provided that in each case, votes of more than 50% of the members must be received and more than 1/2 of those votes must concur.

Section 2. **Notices** – Whenever any written notice is required to be given under the provisions of any law, the Articles of Incorporation or by these Bylaws, it shall not be construed or interpreted to mean personal notice, unless expressly so stated, and any notice so required shall be deemed to be sufficient if given in writing by mail, by depositing the same in a post office box, postage prepaid, addressed to the person entitled thereto at his or her address as it appears in the records of the Institute. Such notice shall be deemed to have been given at the time and on the day of such mailing. When a notice or communication is permitted to be given in writing, electronic transmission is written notice. When a notice or communication is permitted by Illinois law to be transmitted electronically, the notice or communication is given when electronically transmitted to the person entitled to the notice or communication in a manner authorized by the person. All notices given in writing by mail shall also be transmitted electronically to the extent email addresses are available; provided, however, that any failure on the part of the Institute to do so

shall not constitute a defect in notice where notice has otherwise been provided by mail as set forth in this Section 2.

Section 3. **Waiver of Notice** – Whenever any notice is required to be given under the provisions of any law, or the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 4. **Fiscal Year** – The fiscal year shall be as determined by the Executive Board.

Section 5. **Regular Financial Reporting** – Executive Director of ETI shall submit a detailed financial report to the Executive Board on a quarterly basis. The report should, at a minimum, feature: (i) a balance sheet illustrating assets, liabilities, and equity; (ii) an income statement enumerating revenues, expenses, and the resultant profit or loss; (iii) an overview of member dues and any alterations in membership figures; (iv) forecasts of potential financial risks or prospects for the ensuing quarter; (v) an analysis of how ETI's investment in staff augments value for its members. The Executive Director of ETI shall present findings of any audit conducted pursuant to his or her duties as described in Article VIII; the findings of any audit shall be presented to the board no later than fifteen (15) business days from the conclusion of such audit.

The Executive Board is to fulfill its fiduciary responsibilities by reviewing and approving the report in a scheduled board meeting. The Executive Board may modify the requirements in this Article X, Section 5 by majority vote at any time.

Section 6. **Seal** – The Institute shall have a seal of such design as the Executive Board may adopt, and it may be used by the members in accordance with the rules as may be adopted by the Executive Board.

Section 7. **Dissolution** – The Institute shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of its funds shall inure, or be distributed, to the members of the Institute. On dissolution of the Institute, any funds remaining shall be distributed to one or more regularly organized and qualified professional society, trade association, charitable, educational, scientific or philanthropic organizations to be selected by the Executive Board.

Section 8. **Indemnification** – The Institute shall indemnify and hold harmless each person who is now or shall hereafter serve as a Director, Advisory Board member, officer or employee of the Institute from and against any and all claims and liabilities whether the same are settled or proceed to judgment, to which such person shall have become subject, by reason of his/her having heretofore or hereafter been a Director, Advisory Board member, officer or employee of the Institute, or by reason of any action alleged to have heretofore or hereto after been taken or omitted by him as such director, Advisory Board member, officer or employee, shall reimburse each such person for all legal and other expenses (including the cost of settlement), reasonably incurred by him/her in connection with any such claim, liability, suit, action or proceedings; provided, however, that no such person shall be indemnified against or be reimbursed for, any claims, liabilities, cost or expenses incurred in connection with any claim, liability or threat or prospect thereof, based upon or arising out of his/her own negligence or willful mis-performance



of his/her duties as such Director, Advisory Board member, officer or employee. The determination of all questions as to the existence of negligence or willful misconduct, as to the right to indemnify and reimbursement hereunder and the reasonableness of such costs and expenses may be made and shall be final and conclusive if made, by the Executive Board acting at a meeting at which a quorum is unaffected by self-interest (notwithstanding those other members of the quorum present, but not voting, may be so affected). The rights accruing to any person under the provisions of this section shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything herein contained restrict the right of the Institute to indemnify or reimburse such persons in any case even though not specifically provided for herein.

Section 9. **Insurance** – The Institute must purchase and maintain insurance on behalf of the Institute and any person who is or was serving the Institute as an officer, Director, Advisory Board member, committee member, agent or employee against any liability asserted against the Institute or such persons in connection with or related to the Institute matters whether or not the Institute would have power to indemnify such person(s) against such liability.

## **ARTICLE XI**

### **AMENDMENTS TO THE BYLAWS**

These Bylaws may be amended by affirmative action of a majority of the members present at any regular or special meeting, provided such proposed change is submitted by mail or electronic means to the members at least fifteen (15) business days in advance of the meeting at which the proposal is to be considered. These Bylaws may also be amended by the affirmative vote of the majority of all the members of this Institute, by mail or electronic means provided that written or electronic notice shall be submitted to all members at least fifteen (15) business days before such ballots are due to be returned for counting.

## **AMENDMENT I**

### **BOARD OF DIRECTORS TRANSITION PERIOD**

#### **Section 1: Board of Directors Composition, Structure, and Governance During Transition Period from Legacy Board Structure to Full Implementation of New Board Structure**

The purpose of this amendment is the desire to retain continuity with already appointed directors and officers, to implement the significant change in the role of the President, and to expand the size of the Advisory Board in order to maintain continuity in board function and governance during the transition period defined below from the Prior to 2024 Board Structure as described in the Prior to 2024 Bylaws (expired as of April 23, 2024) to the May 2028 Structure in the 2025 Bylaws. This amendment allows current Board Members to complete their terms during the Transition Period (defined below), ensuring a fully seated board, while New Board Members are elected and seated during the Transition Period.

#### **Section 2: Definitions**

- 1) **Prior to 2024 Bylaws**— The bylaws effective until March 2024.
- 2) **2024 Bylaws** – The bylaws effective since April 2024.
- 3) **2025-2028 Board** – The current board of directors as elected April 2025.
- 4) **2028 Board** – A time when the Executive Board and Advisory Board are fully seated as described in the New Bylaws.
- 5) **Transition Period** – The time from April 2025 until the New Board is seated in May 2028.
- 6) **April** – When the month of April is referenced without a specific day of the month, this is intended to represent the normal month of the annual meeting of members at ETI Tool Tech where board votes are usually cast. This from time to time might be March or May depending

on circumstances.

**May** – When the month of May is referenced without a specific day of the month, this is intended to represent the start of the month following the normal April annual meeting of members at ETI Tool Tech where board votes are usually cast. This start of the next month from time to time might be April or June depending on circumstances of the vote schedule.

### **Section 3: Amendments**

1. **Term.** The term of this amendment will be from April 2025 until April 2028 depending on the election cycles for 2025 and 2028. From May 2028 or the first day the 2028 board is seated, this amendment will be void and all board operations will return to the Existing Bylaws.
2. **Amendment Phrasing.** Unless a reference to a role or a reference to a bylaw indicates New or Old per above definition, it will by default mean the New Bylaws or a director or officer described in the New Bylaws for which this amendment is written.
3. **Prior to 2024 Bylaws Past President.** During the effective period of this amendment the Prior to 2024 Bylaws Past President role will be an additional voting member of the Executive Board. The Prior to 2024 Bylaws Past President term will remain one-year. The Old Bylaws succession planning for the Prior to 2024 Bylaws Past President will remain in effect during the term of this amendment. Additionally, until a President Elect is elected, the Prior to 2024 Bylaws Past President will be the vacancy successor if the President position is vacated.
4. **President.** Effective during this amendment the elected Prior to 2024 Bylaws President, and Prior to 2024 Bylaws President automatic successors, will operate as the President. The term of the President will be adjusted to one-year for terms May 2025-April 2026, and May 2026-

April 2027. At this time, the President-Elect will follow the normal succession plan and automatically assume the role of President in May 2027 for the normal term length.

5. **Prior to 2024 Bylaws VP Marketing.** For clarity only, this role has already been eliminated in April 2025.
6. **Prior to 2024 Bylaws VP Programs.** Effective during this amendment, and until their one-year term expires, the elected Prior to 2024 Bylaws VP Programs will be an additional voting member of the Executive Board. This position will retain all responsibilities defined in the Prior to Bylaws. For responsibilities of this position that overlap with the VP Global Growth & Strategy, those two officers should work collaboratively to achieve those objectives.
7. **Prior to 2024 Bylaws Secretary / Treasurer.** For clarity only, this role has already been eliminated in April 2025.
8. **President-Elect.** A President-Elect shall be elected in April 2026 and seated in May 2026. The term of this position will be changed one-time to a one-year term to satisfy the need to seat a President in May 2027 under normal automatic succession. This is necessary because the Prior to 2024 Bylaws succession plan of Prior to 2024 Bylaw Presidents acting as one-year term President is ending April 2027.
9. **VP Global Growth & Strategy.** In order to ensure an alternating seating schedule with the President, the VP Global Growth & Strategy seated in May 2025 will have a one-time adjustment from two-years to three-years.
10. **VP Global Growth & Strategy Elect.** A VP Global Growth & Strategy Elect will be elected in April 2026 and seated in May 2026.
11. **Secretary / Treasurer.** To ensure an alternating seating schedule with the President, the

Secretary / Treasurer seated in May 2025 will have a one-time adjustment from two-years to three-years.

12. **Secretary / Treasurer Elect.** The Secretary / Treasurer Elect will be elected in April 2026 and seated on the Advisory Board in May 2026. This Elect position will follow the normal two-year term and follow automatic succession to the Secretary / Treasurer role on the Executive Board in May 2028.
13. **Old Bylaws At-large Board Members.** To facilitate a smooth transition from the Prior to 2024 Board to the 2028 Board, the Prior to 2024 Bylaw At-large board members will continue their 3-year terms uninterrupted and be added as voting members of the Executive Board. This requires a temporary increase of at-large board members from 5 to 9 for the Executive Board seated May 2025 and from 5 to 6 for the board seated May 2026.
14. **Executive Board At-large Members.** The first election for the first two vacant Executive Board at-large seats will be April 2027 and seated in May 2027.
15. **Advisory Board Members.** The first election for the first five Advisory Board At-large directors will be April 2026 and seated May 2026.
16. **Advisory Board Initiation.** The Advisory Board will be put in place at the April 2026 election cycle. This election cycle will elect the President-Elect, VP Global Growth & Strategy Elect, Secretary / Treasurer Elect, and the first five at-large directors.
17. **Advisory Board Membership Expansion.** The election for the expansion of the Advisory Board by four at-large directors will be April 2027 and seated May 2027. This brings the Advisory Board at-large director count to nine.

#### **Section 4: Board Transition Plan**

The transition plan below describes the construction of the board at the time each board is seated in May of the year indicated.

The numbers listed are the unique elected candidates for each position, listing their terms and their succession in the case of President-Elect becoming President as #1, for example.

When a name is followed by a number, such as Cottle (2), the number means the year of their term.

In this example (2) means the 2nd year of their term.

**Table 1: Board Transition Plan**

	Seated 2025	Seated 2026	Seated 2027	Seated 2028	Seated 2029
<b>EXECUTIVE BOARD</b>					
Prior to 2024 Bylaws Past-President	Augustine	Bahlman	Muca		
President	Bahlman	Muca	#1	#1	#9
President-Elect		#1	#9	#9	#24
Prior to 2024 Bylaws VP Programs	Muca				
VP Global Growth / Strategy	Herron (1)	Herron (2)	Herron (3)	#2	#2
Secretary / Treasurer	Evered (1)	Evered (2)	Evered (3)	#3	#3
Executive Board At-Large 1 (US)	Bowman (1)	Bowman (2)	Bowman (3)	#16	#16
Executive Board At-Large 2 (US)	Chesney (3)	Cottle (3)	Olsen (3)	#17	#17
			Southward		
Executive Board At-Large 3 (US)	Cottle (2)	LaFerle (3)	(3)	#18	#18
Executive Board At-Large 4 (US or EU)	LaFerle (2)	Olsen (2)	#10	#10	#25
Executive Board At-Large 5 (US or EU)	Larsson (3)	Simon (3)	#11	#11	#26
		Southward			
Executive Board At-Large 6 (temporary)	Olsen (1)	(2)			
Executive Board At-Large 7 (temporary)	Simon (2)				
	Southward				
Executive Board At-Large 8 (temporary)	(1)				
Executive Board At-Large 9 (temporary)	Vogt (3)				
<b>ADVISORY BOARD</b>					
President-Elect (Advisory Board Chair)		#1	#9	#9	#20
VP Global Growth / Strategy Elect		#2	#2	#12	#12
Secretary / Treasurer Elect		#3	#3	#13	#13
Advisory Board At-Large 1		#4	#4	#19	#19
Advisory Board At-Large 2		#5	#5	#20	#20
Advisory Board At-Large 3		#6	#6	#21	#21
Advisory Board At-Large 4		#7	#7	#22	#22
Advisory Board At-Large 5		#8	#8	#23	#23
Advisory Board At-Large 6 (Optional)			#12	#12	#27
Advisory Board At-Large 7 (Optional)			#13	#13	#28
Advisory Board At-Large 8 (Optional)			#14	#14	#29
Advisory Board At-Large 9 (Optional)			#15	#15	#30