

BYLAWS of the MATERIAL HANDLING EQUIPMENT DISTRIBUTORS ASSOCIATION

As Amended September 29, 2015

ARTICLE I

The name of this Association shall be Material Handling Equipment Distributors Association.

ARTICLE II

The principal office of this Association shall be located in a city designated by the Board of Directors.

ARTICLE III

Objectives and Purposes

Section 1. The objectives of this Association shall be as set forth in the Articles of Incorporation.

Section 2. This Association is not organized for pecuniary profit and shall not declare dividends. No part of the dues, fees and assessments or other monies collected by the Association shall inure to the benefit of any member of the Association, and upon the dissolution of the Association any unexpended funds on hand at the time shall be distributed to some charitable organization to be selected by the Board of Directors of the Association.

ARTICLE IV

Membership

Section 1. Distributor Membership. A firm, corporation, partnership, or individual who has operated his business independent from any manufacturer whose equipment he sells, and who has a contract or agreement with a manufacturer of material handling equipment for representation in a specific territory or any firm, corporation, partnership, or individual operating a business independent from any manufacturer, and engaged primarily in the business of sales, servicing or renting new or used material handling equipment may apply for membership as a Distributor member providing he has operated said business for a period of one year immediately prior to application, or has such other qualifications as are satisfactory to the Board of Directors. Upon receipt of this application and after approval by the Chairman of the Membership Committee and the Chief Executive Officer, the applicant shall become a Distributor member of the Association on an interim basis and will be so advised. Final review and approvals and disapprovals of the application will be made at the next scheduled meeting of the Board of Directors.

Section 1a. Each Distributor member firm and corporation shall appoint and certify to the MHEDA office a person to be its representative in the Association and shall represent, vote, and act for the member in all the affairs of the Association.

Section 2. Supplier/Associate Membership. Any company which by definition represents one or more of these classifications:

1) Manufacturer: a firm, corporation, partnership or individual which, for a period of one year immediately prior to application, has been engaged in the manufacture and sale of material handling equipment;

2) A firm, corporation, partnership, sole proprietorship or individual whose activities and specialized services support the Association's basic purposes and render specialized services to the Association and/or its members and the industry they represent and who meet the criteria established by the Board of Directors. Upon receipt of the membership application and after approval by the Chairman of the Membership Committee and the Chief Executive Officer, the applicant shall become a Supplier/Associate member of the Association on an interim basis and will be so advised. Final review and approvals and disapproval's of the application will be made at the next scheduled meeting of the Board of Directors.

Section 2a. Each Supplier/Associate Member shall appoint and certify to the MHEDA office, a person to be its representative in the Association who shall represent and act for the member in all the affairs of the Association, but will have no voting power, nor shall their representative be entitled to hold office.

Section 3. Factory-Owned Branch and Manufacturer's Representative Membership. Any company by which definition represents one of the following classifications:

1) Factory-Owned Branch: A factory-owned branch or retail owned outlet of a manufacturer of material handling equipment; and has operated said business for a period of one year immediately prior to application.

2) Manufacturer's Representative: A firm, corporation, partnership or individual which has acted as an independent representative for manufacturers of material handling equipment and sells only to distributors and not at any time to end-users and has operated said business for a period of one year immediately prior to application.

Section 3a. Factory-Owned Branch Members shall appoint and certify to the MHEDA office, a person to be its representative in the Association who shall represent, vote, and act for the member in all affairs of the Association.

Section 3b. Manufacturer's Representative Members shall appoint and certify to the MHEDA office, a person to be its representative in the Association who shall represent and act for the member in all the affairs of the Association, but will have no voting power, nor shall their representative be entitled to hold office.

Section 4. A membership database shall be kept on file with the Chief Executive Officer containing the name and address of each member, and the date of admission to membership. Membership may be

terminated in the manner provided in these Bylaws. Upon the termination of any membership for any cause, such fact shall be recorded in the membership database, together with the date on which the membership ceased.

Section 5. Cause for suspension or termination includes violations of the Objectives and Purposes of the Association as set forth in the Articles of Incorporation, violation of the Bylaws of the Association or failure to continue to qualify for membership as stated in these Bylaws. Suspension or termination of membership requires two-thirds vote of the entire Board of Directors (except as provided for in Article V Section 2). Within ten days after such a vote of the Board of Directors, a statement of the cause shall be sent by registered mail to the last known address of the member whose membership is suspended or terminated. The member shall then be given an opportunity to appear in person or by representative at the next meeting of the Board of Directors, for a hearing on the question of the suspension or termination of his membership. The suspension or termination may be set aside if two-thirds of the Directors present at the hearing and not less than a majority of the entire Board approve.

Section 6. Honorary Membership. The Board of Directors shall have the power to make any Past President or Past Chairman of the Board of the Association, who is no longer engaged in the distribution or manufacture of material handling equipment or components, an Honorary Member of the Association without payment of dues. Any such member shall enjoy all the rights and privileges of a Supplier/Associate Member. Such membership may be revoked by the Board at its discretion.

ARTICLE V Membership Dues

Section 1. The annual dues for each category of membership of the Association shall be determined by the Board of Directors. Provisions may be made for time and method of notifying members of dues rates and any changes thereon. Annual dues are payable with application and payable on the member's anniversary date thereafter.

Section 2. Members who fail to pay their dues within thirty (30) days from the time the same become due shall be notified by the Chief Executive Officer, and, if payment is not made within the next succeeding ninety (90) days may, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership. The Board of Directors may, by rule, prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

ARTICLE VI Officers, Their Powers and Duties

Section 1. The officers of the Association shall be (1) Chairman of the Board ("Chairman"); (2) Chairman-Elect; (3) Treasurer; (4) Vice President; (5) Immediate Past Chair and (6) Chief Executive Officer. The officers of the Association shall constitute the Executive Committee whose duties and powers are hereinafter provided. All officers of the Association, except the Chief Executive Officer, shall be elected as provided in Article XI of the Bylaws and shall hold office for one year. The term of office shall be from January 1 to December 31, to coincide with the fiscal year. The Chairman-Elect shall perform the duties of the Chairman in the event of the Chairman's inability to serve. The Chief Executive Officer need not be a member of the Material Handling Equipment Distributors Association and shall be appointed by the Board of Directors.

Section 1a. MHEDA committees will submit budget requests for the upcoming year on or near November 1. MHEDA's Financial Manager and the Chief Executive Officer will prepare a draft budget after receipt of the committee budget expenditures for presentation to the Executive Committee. Following review and acceptance by the Executive Committee, the budget shall be presented to the Board of Directors for final approval before the end of the year. The Budget, upon adoption, shall be the control of expenditures of the Association's funds. Any expenditures in excess of amounts budgeted, or any contemplated expenditure not budgeted, must be approved by the Executive Committee before the expenditure is made. Such expenditure must be reported to the Board of Directors at its next meeting.

Section 1b. Surplus funds of the association are invested under the guidelines of the Financial & Fiduciary Responsibility Summary and MHEDA's Investment Policy Statement.

Section 1c. The Executive Committee shall have such other duties and powers as the Board of Directors may delegate to it.

Section 2. All officers shall give a satisfactory surety bond for the faithful performance of their duties, in such amount as the Board of Directors may determine from time to time, the expense of such bond to be borne by the Association.

Section 3. The Chairman shall preside at all meetings of the Association, of the Board of Directors, and of the Executive Committee, and as the executive head of the Association the Chairman shall enforce the laws and execute the orders of the Board of Directors. The Chairman shall appoint, subject to the approval of the Board of Directors, all committees or officers in which any vacancy occurs.

Section 4. The Chairman-Elect shall, during the absence or disability of the Chairman, exercise all the powers and discharge all the duties of the Chairman until the Chairman shall return and perform such other duties as may be assigned by the Board of Directors.

Section 5. The Treasurer shall have general supervision of the finances of the Association, and suggest changes of importance in accounting methods. The Treasurer shall semi-annually, or more often, if requested, make a report to the Board of Directors and perform such other duties relating to the Association's finances as may be directed by the Chairman and/or the Board of Directors. The Treasurer will, at least quarterly, review all Association financial records and transactions.

Section 6. The Chief Executive Officer shall receive and have the custody of all monies and securities belonging to the Association under the direction of the Board of Directors and shall deposit the same in such bank or banks as the Board of Directors may by resolution, designate. The Chief Executive Officer shall sign checks drawn against the funds on deposit of the Association for expenditures authorized in the budget which have been approved by the Board of Directors. Additional disbursements may be made other than those in the budget only in accordance with Article VII, Section 4a. The Chief Executive Officer shall make to the Chairman and to the Board of Directors reports relating to the affairs of his office as often and in such manner as they may require.

Section 6a. The Chief Executive Officer shall keep full and accurate records of all transactions, including minutes of all meetings of the Association, conduct the affairs of the office relating to departments, handle the necessary correspondence, sending important data to members whenever necessary, draw and sign all disbursement orders authorized in accordance with the adopted budget, recording them in proper manner fully detailed.

Section 6b. It will be the responsibility of the Chief Executive Officer to staff the MHEDA headquarters. The Chief Executive Officer will review staff size annually with the Executive Committee for approval to increase or decrease staff size. Their salaries and benefits will be based upon performance as reviewed annually by the Chief Executive Officer. Aggregate salary increases and benefits are to be submitted to the Executive Committee for approval during the annual budget process and will be disbursed in accordance with the approved annual budget. Job descriptions for all staff members will be maintained and revised as required. The Chief Executive Officer will have the authority to staff the MHEDA office.

Section 6c. The Chief Executive Officer shall exercise general supervision over the general office and employees of the Association; and shall see that the wishes of the Association as expressed at its meetings or by its Board of Directors, or Executive Committee, are carried out.

Section 6d. The Chief Executive Officer shall send proper statements of all dues or other obligations to members as they become due and make collections thereof, depositing the funds in designated banks.

Section 6e. The Chief Executive Officer shall notify the Board of Directors of all resignations tendered by members. The Chief Executive Officer shall also keep the Board of Directors informed of delinquencies in membership dues and of the suspension of any members.

Section 6f. At least thirty (30) days prior to the annual meeting The Chief Executive Officer shall send to each member of the Association a written notice stating the time and place of holding such meeting and of all special matters which have been referred to him/her for submission to this meeting for consideration and action.

Section 6g. The Chief Executive Officer shall be the custodian of the seal and records of the Association, and subject to the pleasure of the Board of Directors, shall have power to make, under the direction of and subject to the approval of the Chairman and/or the Board of Directors, any and all contracts for and in the name of the Association, and except as the Board of Directors may by resolution of record otherwise provide, no contract shall be binding upon the Association unless executed by the Chief Executive Officer as in these Bylaws; the Chief Executive Officer shall approve expenditures on account of the Association; may serve as Secretary ex officio of all committees; shall be the representative of the Association under the direction of the Chairman and for Board of Directors, and he/ shall perform such other duties and have such other powers as shall be assigned to him/her by the Chairman, and/or the Board of Directors.

Section 6h. The Chief Executive Officer shall be allowed to maintain a petty cash account not to exceed one thousand (\$1,000) dollars. This amount may be changed when authorized by order of the Board of Directors and with approval of the Executive Committee.

Section 6i. Any of the powers and duties of the Chief Executive Officer, as prescribed in these Bylaws, shall at all times be subject to assignment to any other officer or agent of the Association by the Chairman and with the approval of the Executive Committee.

Section 7. No officer of the Association shall be paid a salary except the Chief Executive Officer who shall be paid a salary. The Chief Executive Officer will have the authority to give salary raises to the other employees of the Association up to the budgeted amount.

Section 8. The Treasurer shall submit to the Association at the annual meeting his official report for the preceding fiscal year.

Section 9. Any officer or director may be removed from office for neglect, or refusal to perform his duties or for misconduct, by a majority vote of all members entitled to vote and present at a regular meeting, or at a special meeting called for the purpose, or by written or electronic ballot: provided that the meeting notice thereof or the ballot shall have been given in writing to the accused at least thirty (30) days prior to said meeting or the due date for the return of the ballot.

Section 10. In case of the temporary absence or disability of any officer or director, the position may be filled pro tempore by any appointment of the Chairman.

Section 11. When properly authorized by the Executive Committee, the expenses at actual cost may be paid for by the Association of any member called to attend any regular or special meeting of the Association, or a meeting of a committee, or sent on some special Association assignment, except, the annual meeting.

Section 12. The fiscal year shall commence on the first day of January and end on the thirty-first day of December.

ARTICLE VII Committees

Section 1. Prior to November 1, MHEDA's Chairman will conduct the performance review for the Chief Executive Officer and submit a recommended compensation figure. The Chairman may consult with the Executive Committee during this review process. Once this figure is agreed upon, it will be included in the staff salary budget.

Section 2. The Chairman with approval or as directed by the Board of Directors shall delegate to the Executive Committee, during the interim between Board of Directors meetings, such powers of the Board of Directors as the Board may agree upon.

Section 3. The Chairman with the approval of the Board of Directors shall appoint annually a membership committee, the Chairman of which shall have the duty and responsibility to review and approve applications for membership in the Association.

Section 4. The Chairman with approval of the Board of Directors shall appoint annually a Nominating Committee as provided by Article XI, Section 1, hereof.

Section 5. The Chairman with the approval of the Board of Directors shall appoint such other special committees as deemed necessary to protect and further the interests, purposes and objectives of the Association and its members.

Section 6. The members of all committees shall serve until their successors are selected.

ARTICLE VIII
Board of Directors

Section 1. There shall be a Board of Directors consisting of: 10 elected Directors and all officers of the Association including Advisory Board Members. Elected Directors shall serve for a term of two years. Except for the officers, no Director may serve more than two successive elected terms on the Board of Directors. Up to two officers or elected Board Directors may be representatives from Factory-Owned Branch members. The two most recent Past Chairmen, excluding the Immediate Past Chair, shall serve on the Board as an advisory group and will have no vote. Also the Chief Executive Officer will have no vote.

Section 1a. The Board of Directors shall constitute the governing body of the Association. It shall be vested with full power and authority to put into effect the laws, resolutions and decisions of the Association, and by a two-thirds vote of the directors present at any meeting, to make, alter or amend rules and regulations not in conflict with the Articles of Incorporation or Bylaws, for its own government and that of the Association; to approve appointments made by the Chairman for all offices in which there may be vacancies; to exercise general supervision over the receipts and expenditures of the Association with the aid of the Executive Committee; to appoint or authorize the employment of employees and other agents of the Association and to define their duties and to define the duties of its officers, other than as defined herein; to fix the compensation of any employees and officers of the Association, and to do all other acts and things which may deem to be in the interest of the Association.

Section 1b. The Board of Directors shall hold its meetings as follows: (1) a meeting in the Fall; (2) a meeting after the New Year, preferably in February; and (3) special meetings as provided in the Bylaws.

Section 1c. The Board of Directors may, at its discretion, submit to the members of the Association, by written or electronic ballot, any question relating to the affairs of the Association. Not less than thirty (30) days shall elapse between sending such ballot, and the closing of the poll thereon. The question submitted shall be stated in a form approved by the Board of Directors and accompanied by a brief summary of the arguments for and against the proposal. The ballots cast shall be counted by tellers appointed by the Chairman. A majority of the votes cast shall be regarded as a binding instruction to the officers of the Association, provided that not less than fifty-one (51) percent of the qualified members of the Association participate in the vote. Provided, further, that nothing in this section shall be constructed to prevent the commitment of the Association upon matters of public policy by a majority vote of the members present at any regular or special meeting of the Association.

Section 1d. The Board of Directors shall annually cause the books and the accounts of the Association to be audited by a certified public accountant. This audited statement will be submitted to the Board of Directors upon publication.

ARTICLE IX
Meetings of Members

Section 1. An annual meeting of the members of the Association shall be held at such place and time as the Board of Directors shall fix. Notice of the time and place of the annual meeting, signed by the Chief Executive Officer, shall be sent to each member of the Association at least thirty (30) days prior to the date fixed for such meeting.

Section 2. Special meetings of the members of the Association may be called by the Chairman or by order of the Board of Directors at any time, either at the principal office of the Association, or elsewhere, and notice of such meeting shall be sent by the Chief Executive Officer to each member at least thirty (30) days before such meeting. It shall be the duty of the Board of Directors, or of the Chairman, to call a special meeting of the members upon written request by twenty-five (25) percent of the members of the Association

Section 3. Any member entitled to vote may be represented at any meeting by a properly authorized proxy. Such proxy shall be a member of the Association or directly associated with a firm, partnership, or corporation which is a member. A quorum at all meetings including proxies shall be twenty-five (25) percent of all members entitled to vote. If no quorum is present, then a majority of the members present may adjourn the meeting from time to time.

Section 4. The Chief Executive Officer may send out a blank form of proxy to every member entitled to vote. Proxies to be recognized must be delivered to the Chief Executive Officer prior to the opening of the meeting at which they are to be voted. Except as otherwise provided by law or in these Bylaws, action by members entitled to vote at the Association in meeting duly assembled, shall be by affirmative vote of a majority of members present in person and by proxy.

Section 5. The Board of Directors shall have the power, by a two-thirds vote of its members, in meeting or otherwise, to cancel or postpone an annual meeting if it believes such action is required by national conditions.

ARTICLE X Order of Business

At all meetings of members of the Association, the presiding chairman shall determine the order of business to be followed at the meeting.

ARTICLE XI Elections

Section 1. The Nominating Committee will consist of the Immediate Past Chair as the Nominating committee Chairman; the Chairman and the Chairman Elect. Should any of the Committee be unable to serve, the Chairman is authorized to appoint a replacement.

Section 2. The Nominating Committee shall select candidates for directors and for the respective offices of Chairman-Elect, Vice President and Treasurer of the Association. All candidates must be representatives from Distributor members except for officer or director positions as provided in Article VIII, Section 1 of these bylaws. Immediately upon approval of the nominations by the Board of Directors, the Chief Executive Officer shall send to each Distributor member a ballot and instructions. The ballot shall list the names of all nominations and shall include provisions for write-in candidates. Within twenty-one (21) days from the distribution of the ballots, each Distributor member shall return his ballot by to the MHEDA office. No ballot may be counted unless it is received no later than the twenty-one (21) day deadline established for the election. Elections shall be decided by a majority of votes cast by the Distributor members. The Board of Directors shall have the power to provide rules as to proxies for members and their duration and such other rules and requirements as to the conduct of the election as shall be necessary.

Section 3. Election shall be decided by majority of the votes cast by the Distributor members. If no candidate receives a majority on the first ballot taken, then the two highest candidates shall be voted for on the next ballot.

Section 4. Except as provided in Article XI Section 5, in the event of a vacancy, the vacancy shall be filled by the Chairman with the approval of the Board of Directors. Any officer so appointed shall continue in office until his successor is duly elected and qualified. Any director so appointed shall continue in office for the unexpired term or until his successor is elected and qualified.

Section 5. If the Chairman-Elect is called upon to serve out an unexpired term of the Chairman which is less than six months, then the Chairman-Elect is eligible to serve a full one year term of office as Chairman the following year. If the Chairman-Elect serves out an unexpired term of the Chairman which is six months or longer, then a vacancy in the office of Chairman-Elect occurs. The Nominating Committee shall submit to the Board of Directors the name of a candidate, to be elected by the membership in a special election, to fill this vacancy in the office of Chairman-Elect. The special election shall be by ballot in accordance with the procedure in Article XI Section 2 of the Bylaws. Provision shall be made for a write in candidate. All candidates must be Distributor or Factory-Owned-Branch members. The candidate elected by the members would serve out the remaining term of office as Chairman-Elect and then assume the Chairmanship on January 1 of the following year.

Section 6. The balloting procedures for elections in Section 2 and 5 of this Article XI may be satisfied by a ballot sent and submitted by electronic transmission, provided that any such electronic transmission submitted must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by a Distributor member.

ARTICLE XII

Indemnification of Directors and Officers

Section 1. The Association shall indemnify any and all of its directors, officers and committee members, former directors, officers and committee members against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been such a director, officer or committee member, except in relation to matters as to which any such director or officer shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

Section 2. The Association is authorized to purchase and maintain insurance on behalf of any and all of its directors, officers and committee members, former directors, officers and committee members against any liability, or asserted liability, or settlement based on asserted liability, incurred by them by reason of having been such a director, officer or committee member, whether or not the Association would have the power to indemnify them against such liability or settlement under the provisions of the Section.

ARTICLE XIII
Meetings

Any meeting of the members, Board of Directors, Executive Committee or other committees may be held by means of communications equipment or other electronic equipment provided that all persons participating in such meeting can hear or otherwise communicate with each other. Participation in the meeting by such means shall constitute attendance and presence in person of such persons for quorum and voting purposes.

ARTICLE XIV
Amendments

Section 1.The Bylaws of this Association may be altered, amended or repealed by a majority vote by the Distributor members at any annual or special meeting of the Association.

Section 2.Amendments, alterations and repeals may also be proposed at any time and approved by a two-thirds majority vote of the Board of Directors. Once a change is made, an announcement of the change must be made to the membership.