

ARTICLE I NAME

SECTION 1 This organization shall be known as the Web Sling & Tie Down Association (WSTDA).

ARTICLE II SCOPE

SECTION 1 For purposes of this organization, slings are defined as “webbing and/or synthetic fibers fabricated into a configuration for hoisting, lifting and lowering applications in general industrial and specialized operations.”

SECTION 2 For purposes of this organization, tie downs are defined as “webbing and/or synthetic fibers fabricated into a configuration for cargo restraint applications generally utilizing a tensioning device and/or an end fitting in general transportation and industrial operations.”

SECTION 3 For purposes of this organization, load securement products are defined as devices designed for cargo restraint applications in general transportation and industrial operations.

ARTICLE III MISSION

SECTION 1 The WSTDA’s mission is to foster and further, in every lawful manner, the common interests of its members and industry.

SECTION 2 In furtherance of this mission, but not in the limitation thereof, the organization shall have the power:

- A. To cooperate with government agencies and other organizations having interest in the synthetic sling, tie down and related load securement industry.
- B. To represent its members and the industry before governmental agencies, related organizations and the public.
- C. To conduct beneficial research and testing for our membership and cooperate with private and government agencies similarly engaged.
- D. To serve as an information source to assist users and enforcement agencies in the proper selection, safe use, care and inspection of synthetic slings, tie downs and related load securement products.
- E. To promote dynamic relationships among its members and provide a forum for sharing information to improve quality and safety.
- F. To educate members and users by developing and publishing voluntary industry standards and allied reference materials.
- G. To do anything necessary and proper for the accomplishment of any of the missions set forth herein or which shall be considered as proper and lawful activities of associations, all of which shall be consistent with the public interest, as well as the interest of the members of this organization and of this industry.

ARTICLE IV MEMBERSHIP

SECTION 1 For purposes of this organization, actively engaged in the manufacture of synthetic webbing, slings, tie downs and/or secondary component materials and supplies, such as, but not limited to, fibers, thread and hardware shall be defined as such member is manufacturing within its company domestically or otherwise, and not solely distributing a finished product.

SECTION 2 REGULAR MEMBERS

- A. Any person, firm or corporation which is actively engaged in the manufacture of slings, tie downs or load securement products as herein defined, or in the manufacture of synthetic webbing for slings and/or tie downs and which provides WSTDA with a certificate of product liability insurance in a minimum amount equivalent to US \$1,000,000.00, and that complies with the requirements set forth in these Bylaws, shall be eligible for regular membership.
- B. The requirement that an applicant be engaged in the manufacture of synthetic slings, tie downs and/or webbing for a minimum of two years may be waived (for good cause shown), if approved by the affirmative vote (a majority) of the Board of Directors.
- C. Regular members shall be entitled to all rights and privileges of the Association, including the right to vote, to hold office and to attend meetings except that they do not have the right to attend meetings of the Board of Directors. Regular members shall be eligible for membership on all standing and special committees.

SECTION 3 ASSOCIATE MEMBERS

- A. Any person, firm or corporation actively engaged in the manufacture or distribution of finished goods and/or secondary component materials and supplies, such as fibers, thread and hardware, directly or indirectly related to the slings and/or tie down industries, and that complies with the requirements set forth in these Bylaws, shall be eligible for associate membership. Associate membership may include manufacturers of testing apparatus, sewing machines and looms.
- B. Associate members shall be entitled to all rights and privileges of the Association, including the right to vote, to hold office and to attend meetings except that they do not have the right to attend meetings of the Board of Directors. Associate members shall be eligible for membership on all standing and special committees.

SECTION 4 AFFILIATE MEMBERS

- A. Any person, firm or corporation interested in the work, mission and common interests of the WSTDA, who does not otherwise meet the requirements of Regular or Associate membership.
- B. Affiliate members shall have such rights, privileges and obligations as may be determined from time to time by the Board of Directors, except that affiliate members shall not have any voting rights as members of the Association and shall not be able to serve as officers or directors of the Association. They may however attend meetings of the Association except that they do not have the right to attend meetings of the Board of Directors. Affiliate members shall be eligible for membership on all standing and special committees.

SECTION 5 GENERAL MEMBERSHIP APPLICATION REQUIREMENTS

Application for membership shall be in writing, on such form as may be prescribed by the Board of Directors; shall state the classification of membership for which application is being made; shall contain an acceptance of and an agreement to abide by the Bylaws and other such rules and regulations of the Association; and shall be signed by an executive officer of the applicant.

SECTION 6 REGULAR MEMBERSHIP APPLICATION REQUIREMENTS

Sponsorship by two members in good standing shall be required of all applicants for regular membership.

SECTION 7 ASSOCIATE MEMBERSHIP APPLICATION REQUIREMENTS

Sponsorship by two members in good standing shall be required of all applicants for associate membership.

SECTION 8 AFFILIATE MEMBERSHIP APPLICATION REQUIREMENTS

Sponsorship by two members in good standing shall be required of all applicants for affiliate membership.

SECTION 9 ELECTION Upon approval by a vote of (75%) of the Board of Directors; an applicant shall become a member of the Association under the terms and provisions of the Bylaws. Approval shall not be unreasonably withheld.

SECTION 10 DUTIES OF THE MEMBERS It shall be the duty of every member to observe and comply with the Bylaws, and the rules and regulations of the Association, and at all times to promote the welfare of the Association and its industries.

SECTION 11 REPRESENTATIVES AND ALTERNATES Each member shall appoint and certify to the Association the name of the principal and

alternate representative to act and vote, if applicable, on its behalf in all affairs of the Association. Such representatives shall be persons certified by such members to be engaged in an executive capacity.

SECTION 12 RESIGNATION Any member may resign at anytime; however, dues are not refundable. In all cases of resignation by a member, payment of dues and other financial obligations, as provided by the Bylaws, shall be required.

SECTION 13 TERMINATION Membership may be terminated for sufficient cause by vote of not less than (75%) of the Board of Directors, provided that such member be afforded an opportunity to be heard before the Board. A statement of the charges and notices of the time and place of the hearing, which shall be scheduled at the next regularly scheduled meeting of the Board, shall be sent to such member by certified mail at least thirty (30) days before the hearing.

SECTION 14 ASSIGNMENT OR TRANSFER OF MEMBERSHIP Unless otherwise determined by a vote of at least (75%) of the Board of Directors, the membership of a member in the Association may be sold, assigned or transferred, provided however that the purchaser assignee or transferee qualifies for membership under the provisions of the Bylaws and accepts and agrees to abide by the Bylaws and such other rules and regulations of the Association.

SECTION 15 REINSTATEMENT No membership shall be reinstated except upon written application as a new member and satisfaction of any outstanding indebtedness or other obligation to the Association. The Board of Directors shall have the power to impose other such terms, as it may deem proper, as a condition for reinstatement.

ARTICLE V VOTING

SECTION 1 Each Regular and Associate member in good standing shall be entitled to one (1) vote. Its principal or alternate representative shall cast the vote for each member.

SECTION 2 Proxy votes are not permitted.

SECTION 3 Action taken at any meeting shall require the affirmative vote of the majority of those present and entitled to vote unless otherwise provided elsewhere.

SECTION 4 Except with respect to the election of members of the Board of Directors and of Officers of the Association, any vote of the Association may be taken by a thirty (30) day written (including electronic) ballot with the thirty (30) days starting on the date the ballot is issued. All written ballots shall provide for recording the member in the affirmative or negative. No

member may change its vote given in a written ballot after the expiration of the above thirty (30) days.

Action taken by written ballot shall require the affirmative vote of a majority of the members.

SECTION 5 Voting during a regular scheduled Association committee meeting shall be limited to Regular and Associate members serving on the committee, and only one (1) vote per member company shall be allowed. Action taken during committee meetings shall require the affirmative vote of a majority of the committee members.

SECTION 6 Voting outside of a regular scheduled Association committee meeting shall be allowed by email, phone or fax providing Association headquarters provides such action and record. Action taken through email, phone or fax shall require an affirmative vote of a majority of the committee members.

ARTICLE VI FISCAL YEAR

SECTION 1 The fiscal year of the Association shall begin on the first day of January of each year and end on the last day of December in each year.

ARTICLE VII DUES

SECTION 1 INITIATION FEE The Board of Directors shall have the power to require payment of an initiation fee to prevail from time to time.

SECTION 2 AMOUNT OF DUES Members shall pay such annual dues as may be determined from time to time by the Board of Directors.

SECTION 3 DUES PAYMENT DATE Members shall pay annual dues in advance by the thirty-first (31st) day of December in each year.

SECTION 4 DELINQUENT If any member fails to pay the prescribed dues and/or assessments within thirty (30) days after the same shall become due and payable, such member shall, as a result of such failure and without further action in the premises, be suspended from all rights and privileges of membership, and such suspension shall continue until the payment in full of all arrears of the member so suspended, or until the termination of the membership.

The membership of any member suspended as above provided who fails to pay the prescribed dues and/or assessments within thirty (30) days after its suspension, shall, as a result of such failure and without further action in the premises, terminate, unless said period of thirty (30) days shall be extended by the Board of Directors, in which case the membership shall,

without further action in the premises, terminate at the end of the extended period if such dues and/or assessments shall then not have been paid.

SECTION 5 SPECIAL ASSESSMENTS If the dues collected in the manner determined by the Board of Directors in any fiscal year be insufficient to pay the expense of the Association, additional dues in the amount necessary shall be collected from each member on such basis as may be determined by the Board of Directors.

SECTION 6 DUES AT APPLICATION Applications for membership must be submitted with applicable membership fees equal to one hundred percent (100%) of the annual dues regardless of the quarter of the fiscal year of the Association during which application is made. Upon renewal all new members shall pay twenty-five percent (25%), fifty percent (50%), seventy-five percent (75%), or one hundred percent (100%) of the annual dues, depending on the quarter of the fiscal year of the Association during which they become members.

ARTICLE VIII BOARD OF DIRECTORS

SECTION 1 GOVERNMENT The government of the Association and the administration of its business and affairs shall be vested in the Board of Directors, which shall have and exercise all the powers and authorities by the Certificate of Incorporation and by the Bylaws expressly conferred upon it, and in addition thereto, may exercise all such powers and do all such things as may lawfully be exercised or done by the Association.

Any action taken shall require the affirmative vote of a majority of the members of the Board then in office, except that a unanimous vote in the affirmative shall be required when such action is done electronically.

SECTION 2 ELIGIBILITY

A. The principal and alternate representative of any Regular or Associate member in good standing, shall be eligible for election to the Board of Directors. A subsidiary of a member which maintains its own separate membership in the association may also be eligible for election to the Board of Directors. For purposes of this subsection:

- a. A company shall be considered a subsidiary of the same parent company if the two or more companies share common management, ownership and financial control.
- b. A company shall not be considered a subsidiary of the same parent company if it satisfies all of the following conditions;
 - i. Separate boards, officers, management and/or management facilities.

- ii. Separate plant and/or other operational facilities.
- iii. Separate sales force and/or distribution outlets.
- iv. Separate financial control.
- v. Separate owners.

- B. In the event a dispute arises as to the status of a company for purposes of subsection (a), the Board after consideration of the factors set forth in this section shall determine, by a majority vote, whether the company is a subsidiary of the same parent company.
- C. No member shall have more than three elected Director serving on the Board at the same time, even if it has more than three subsidiaries which might otherwise be eligible to be elected to the board. In the event more than three representatives of the same company are serving on the Board for any reason whatsoever, one or more representatives shall be required to resign so that there are no more than three. In the event of a refusal to resign, the Board of Directors shall choose which director(s) will remain on the Board of Directors.

SECTION 3 NUMBER The Board of Directors shall consist of nine (9) elected members, a majority of whom shall be representatives of sling and or tie down manufacturers; the immediate past President and the current officers of the Association in those instances where such officers are not elected members of the Board. Such officers and the immediate past President, serving ex-officio, shall be entitled to vote; provided, however, that in no event shall any member of the Association be entitled to more than one (1) vote.

SECTION 4 ELECTION AND TERM Members of the Board of Directors shall be elected at the annual meeting of the Association by majority vote of those members present and shall take office immediately upon election.

At the first annual meeting following adoption of these Bylaws, a majority of the Directors shall be elected for a term of one year, and the balance for a term of two years. Upon the expiration of the terms of office of the members of the Board of Directors so elected at the initial meeting and thereafter, successors shall be elected for a term of two years each.

At each annual meeting, the number of Directors shall be elected which shall equal the number of Directors whose terms expire at such meeting plus any then unfilled vacancies or vacancies filled on an interim basis by the remaining member of the Board.

SECTION 5 VACANCIES Vacancies on the Board of Directors, however created, occurring between annual meetings may be filled by the remaining members of the Board.

SECTION 6 MEETINGS A regular meeting of the Board of Directors for the election of officers of the Association, shall be held following the annual meeting of the Association.

Special meetings of the Board of Directors shall be held at such times and at such places as may, from time to time, be fixed by the President or called by a majority of the Board.

SECTION 7 NOTICE OF MEETINGS Notice of regular meetings of the Board of Directors shall be sent to each member at least fifteen (15) days in advance. Notice of special meetings of the Board of Directors shall state the only subject or subjects to be considered, and shall be sent to each member at least seven (7) days in advance.

SECTION 8 QUORUM A majority of the members of the Board of Directors shall constitute a quorum at any regular or special meeting of the Board, but a lesser number may adjourn.

SECTION 9 ABSENCE Any member of the Board of Directors absent from a meeting shall send a communication to the President or the Executive Director stating the reason for his/her absence, and the membership of the Board of Directors in attendance shall decide in each instance whether or not such absence is excusable. In the event there are three (3) consecutive unexcused absences on the part of any member of the Board of Directors, his/her membership on the Board may be declared vacant by the Board of Directors.

ARTICLE IX OFFICERS

SECTION 1 ELIGIBILITY The principal and alternate representative of any Regular or Associate member in good standing shall be eligible to serve as an Officer of the Association, except that the President shall hold Regular member status.

SECTION 2 ELECTION The Officers of the Association shall be elected annually by the Board of Directors, at the meeting of the Board following the annual meeting of the Association, and shall take office immediately upon election.

The Directors shall elect at the meeting of the Board of Directors customarily held in May/June of each year from the Directors then serving, or from the Members who have served on the Board within the prior two (2) years, a President-Elect, who shall assume the position of President of the Association after one year of service as President-Elect, or upon the Office of President becoming vacant for any reason. If the President-Elect is elected from the Directors or Officers then serving, no vacancy shall be deemed to be created, and the President-Elect shall serve simultaneously as President-Elect and in the capacity in which he or she

was elected. If the President-Elect is a Member who is not currently on the Board, then the size of the Board shall be increased by one and the President-Elect shall become a voting member of the Board. If the Board of Directors or its delegate shall be unable to find at least one candidate willing to stand for election for the position of President-Elect, the Board may, as to such position, waive the requirement that the candidates for such position come from the Directors then serving or from Members who have served on the Board during the preceding two (2) years. If the current President agrees to serve another term as President, then there shall be no election for a President-Elect, until such time as the current President has but one year before the expiration of his/her term.

SECTION 3 OFFICERS The Officers of the Association shall be a President, a Vice President, a Treasurer, a Secretary and such other Officers the Board of Directors may deem desirable. The same person may hold the offices of Treasurer and Secretary.

SECTION 4 PRESIDENT The President shall have general supervision over the Association and its affairs, subject to control of the Board of Directors. While serving as President, he/she shall not concurrently serve as Chairman of any standing or special committee of the Association, but shall be a member ex-officio of all Association committees, with the right to vote.

He/she shall execute all contracts and other documents authorized by the Board of Directors; and shall perform such other duties as are necessarily incident to the office of the President and which may further the interest of the Association. He/she shall serve without compensation.

SECTION 5 VICE PRESIDENT The Vice President shall perform such duties as may be delegated to him/her by the Board of Directors, and, during the absence or temporary incapacity of the President, he/she shall perform the duties and have the powers of the President. He/she shall serve without compensation.

SECTION 6 SECRETARY It shall be the duty of the Secretary to give notice of and to attend all meetings, and to keep proper records of their proceedings; to conduct all correspondence; and to keep a list of members of the Association. He/she shall serve without compensation.

SECTION 7 TREASURER The Treasurer shall receive and disburse all monies of the Association, shall keep regular books of account, and shall render reports in relation thereto at such times as the President or the Board of Directors may require. He/she shall serve without compensation.

SECTION 8 DELEGATION OF AUTHORITY The duties and powers of the Secretary and of the Treasurer, at the discretion of the Board of Directors, may be delegated in whole or in part to independent management.

SECTION 9 VACANCIES Vacancies in any elective office may be filled by the Board of Directors at any meeting.

ARTICLE X FIDELITY BOND

SECTION 1 Any person entrusted with the handling of the funds or property of the Association, at the expense of the Association, shall furnish a fidelity bond approved by the Board of Directors, in such amount, as the Board of Directors shall prescribe.

ARTICLE XI BUDGET

SECTION 1 In the third (3rd) quarter of each year, unless otherwise scheduled, the Board of Directors shall consider and adopt a budget for the ensuing fiscal year and for such reasonable reserves for contingencies as may be deemed advisable.

The Board of Directors and Officers of the Association shall not obligate the Association in excess of the total amount of the approved budget, except that the Board may make appropriations from working capital or reserves for contingencies of the Association to defray expenses not contemplated by the budget.

ARTICLE XII ASSETS

SECTION 1 No member shall have any right, title or interest in any particular funds, reserves or other assets of the Association.

SECTION 2 Any interest in the funds, reserves and other assets of the Association of each member whose membership shall terminate for any reason except through the dissolution of the Association shall **IPSO FACTO** immediately cease and determine, and such member and the representative of such member shall have no claim with respect to such interest against the Association or against the other members of their representatives.

SECTION 3 No distribution of assets (other than upon dissolution of the Association) shall be made to any of the members or their representatives. Upon the dissolution of the Association, the funds, reserves and other assets of the Association shall, after payment of all just debts and liability, be divided and/or refunded in any way permitted by law.

SECTION 4 The determination by the Board of Directors of the amount refunded to each member as herein provided, shall be final.

ARTICLE XIII

MEETINGS

- SECTION 1 **ANNUAL MEETING** The annual meeting of the Association shall be held during the first (1st) quarter of each calendar year, unless otherwise scheduled, for the election of members of the Board of Directors, receipt of annual reports, and transaction of such other business as may be appropriate.
- SECTION 2 **REGULAR MEETINGS** Regular meetings of the Association shall be held at such times and at such places as may be determined by the Board of Directors.
- SECTION 3 **SPECIAL MEETINGS** Special meetings of the Association, to consider stated specific matters, may be called by the members upon the written request by one-third of the members, or by the President.
- SECTION 4 **NOTICE OF MEETINGS** Notice of regular meetings shall be sent to each member at least fifteen (15) days in advance. Notice of special meetings shall be sent to each member at least seven (7) days in advance and shall state the subject or subjects to be considered.
- SECTION 5 **QUORUM** Thirty (30%) percent of the members shall constitute a quorum at any regular or special meeting of the Association, but a lesser number may adjourn.

ARTICLE XIV

COMMITTEES

- SECTION 1 **TECHNICAL COMMITTEES**
- a. **CHAIRMAN.** The Chairman of the Technical Committee(s) shall be appointed by the Board of Directors, at its meeting following the annual meeting of the Association, for a term of one (1) year. He/she shall take office immediately upon appointment. If a Chairman is appointed at any time other than at the spring meeting his/her term shall be for the remainder of that year and the entire following year. A Chairman may be reappointed for successive terms.
 - b. Once a Chairman has been appointed a committee of not less than five (5) voting members, who attend meetings and so desire to be directly involved in the work of the committee, shall be established. The Chairman shall then appoint a co-chair.
 - c. The Chairman shall establish such subcommittee and/or task forces as in his/her opinion are advisable or necessary to carry on the work of the Technical Committee(s), and shall designate the Chairmen thereof.

- d. Responsibility for the supervision of all research, testing and/or technical programs undertaken by the Association shall be vested in a Technical Committee(s)

SECTION 2 OTHER COMMITTEES The Board of Directors shall appoint such other standing or special committees of the Association as in its opinion are advisable or necessary to carry on the work of the Association.

ARTICLE XV NOMINATING COMMITTEE

SECTION 1 APPOINTMENT AND COMPOSITION At least ninety (90) days before the annual meeting, the President, with the consent of the Board of Directors shall appoint a Nominating Committee to recommend candidates for members of the Board of Directors to be elected by the general membership at the annual meeting.

The Nominating Committee shall consist of three (3) members each representing a different product group. One (1) member of the Nominating Committee shall be chosen from representatives not currently serving as an Officer or elected Director of the Association.

SECTION 2 NOMINATING COMMITTEE REPORT The Nominating Committee shall notify the Secretary in writing, at least thirty (30) days before the annual, meeting of the names of the candidates it proposes, and the Secretary shall send a copy thereof to each member of the Association at least fifteen (15) days before the annual meeting.

SECTION 3 INDEPENDENT NOMINATIONS Nominations for members of the Board of Directors may also be made from the floor at the annual meeting.

ARTICLE XVI CONFIDENTIALITY

SECTION 1 STATISTICS All statistical data received from any member of the Association, for any purpose, shall be held strictly confidential by the independent management of the Association, and the statistical data furnished by any member shall not be divulged without express written authorization from such member.

SECTION 2 CONFIDENTIAL INFORMATION All information and documents identified as confidential by the Board of Directors shall be held strictly confidential by all members of the Association. Such information, documents or parts thereof shall not be divulged or used without the express written authorization by the Board of Directors of the Association until such time when it is deemed by the Board of Directors to be released by the WSTDA for publication.

ARTICLE XVII

AUDIT

SECTION 1 The accounts of the Association shall be audited periodically, by an outside, independent certified public accountant.

ARTICLE XVIII

NON-LIABILITY

SECTION 1 The Association, its Board of Directors, Officers, Chairmen, Counsel and such independent management as it may retain, shall not be liable to any of its members for any statements, errors or omissions in any reports sent out by the Association.

Every member or those that may hereafter become members, shall be deemed to have expressly released the Association, its Board of Directors, Officers, Chairmen, Counsel and independent management, from any and all liability for such statements, errors and omissions, and further, from any and all liability by reason of any agreements, contracts, obligations, acts, steps, or plans entered into or undertaken by the Association on behalf of its members.

SECTION 2 The Association may obtain professional liability insurance for the Association to include protection for its Board of Directors, Officers, Chairmen, Counsel and independent management from liability issues from non-members.

At its annual meeting, the Board of Directors shall review the availability of such coverage and the cost to the Association. Upon an affirmative vote of not less than two-thirds (2/3rd) of the Board of Directors such policy shall be purchased, renewed or canceled.

ARTICLE XIX

RECOMMENDED STANDARDS

SECTION 1 Recommended standards of the Web Sling and Tie Down Association are adopted in the public interest and are designed to eliminate misunderstandings between the manufacturer and the purchaser, and to assist the purchaser in selecting and obtaining the proper product for his/her particular need.

SECTION 2 Existence of Association recommended standards does not in any respect preclude any member from manufacturing or selling products not conforming to the recommended standards.

ARTICLE XX

PROCEDURE

SECTION 1 Except as otherwise provided in these Bylaws, *Robert's Rules of Order* shall govern in any questions or parliamentary procedures.

ARTICLE XXI AMENDMENT

SECTION 1 These Bylaws may be amended by the affirmative vote of two-thirds (2/3rd) of the Board of Directors. Such vote may be taken at any regular or special meeting of the Board of Directors or by written ballot.

SECTION 2 Notice of any amendment, or amendments, proposed for action at any regular or special meeting of the Board of Directors shall be given to the Directors, in writing, at least thirty (30) days prior to such meeting.

ARTICLE XXII INTERPRETATION OF BYLAWS

SECTION 1 The power to interpret and apply the Bylaws is vested exclusively in the Board of Directors. Decisions by the Board shall be final and not subject to appeal.

ARTICLE XXIII DISSOLUTION

SECTION 1 Any proposal to merge, consolidate, or to sell or otherwise transfer or alienate substantially all of the assets of the Association must be approved by (80%) of the members entitled to vote at an annual or special meeting. Notice of the proposal must be given so as to comply with law. A quorum of at least (75%) of all the members of the association must be present before such a proposal may be submitted for a vote.

Amended July 6, 1974
Amended December 22, 1974
Amended June 8, 1978
Amended December 13, 1978
Amended July 7, 1980
Amended June 11, 1982
Amended September 30, 1983
Amended April 7, 1988
Amended October 26, 1991
Amended October 1, 1992
Amended July 1, 1994
Amended August 21, 1995
Amended March 26, 2000
Amended September 14, 2003
Amended May 18, 2008
Amended October 5, 2008
Amended October 20, 2011
Amended June 5, 2012
Amended October 8, 2015