

**By-Laws of the National Institute for Metalworking Skills, Inc.
Founded in 1995**

1. Name of the Organization

The name of this organization shall be the National Institute for Metalworking Skills, Inc. (NIMS).

2. Purpose of the Organization

This corporation is organized as a 501(c)(3) not-for-profit and shall be administered and operated exclusively to receive, administer, and expend funds for the following charitable and educational purposes:

- 2.1.1** To conduct research and educational programs for the improvement of metalworking skills and techniques;
- 2.1.2** To develop metalworking skill standards for the education and benefit of interested individuals and the benefit of the metalworking industry and the general public;
- 2.1.3** To refine and maintain metalworking skill standards through the operation of a program of testing and certification and related training for interested parties and accreditation for interested educational institutions and companies; and
- 2.1.4** To engage in any and all lawful activities consistent with or incidental to the foregoing purposes except as restricted herein.
- 2.1.5** To promote careers and career advancement to interested individuals.

3. Board of Directors

3.1 General. The conditions which follow pertain to the role and function of the Board of Directors and the privileges and responsibilities of all members serving thereon:

3.1.1 Role and Function. The Board of Directors (“Board”) shall be responsible for setting the overall policies and priorities for NIMS; reviewing the actions of the Executive Committee in implementing approved policies and priorities; electing officers; and serving as the final ratifying body for approving metalworking skill standards and NIMS programs related thereto.

3.1.2 Compensation. Directors, including duly elected and appointed officers, shall not receive any compensation for their services, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the corporation. Nothing herein contained shall be construed to preclude any Director from serving the NIMS in any other capacity and receiving reasonable compensation therefore.

3.2 Composition. The Board shall consist of at least twenty (20) members, a majority of which will be from industry. The board may include representatives of education, labor, government, and training organizations and other appropriate interest groups. Board membership shall be provided to stakeholder trade associations as defined by the Board.

3.3 Election of Directors and Terms of Office

3.3.1 Elections. Directors shall be elected by a majority vote of the seated Board of Directors at the Annual Business Meeting of NIMS.

3.3.2 Terms. Each director shall serve a term of three (3) years and may be re-elected. The term will begin with the date of election.

3.4 Removal/Resignation of Directors

3.4.1 Removal. Any Director may be removed, with or without cause, by a two-thirds (2/3) vote of the Board of Directors.

3.4.2 Resignation. Any Director may resign at any time by giving written notice to the Chairman. 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 Chairman or Board of Directors.

3.4.3 Filling of Vacancies. Vacancies due to resignation by, or removal of, an Elected Director shall be filled by appointment for the balance of the remaining term by the Executive Committee.

3.5 Meetings

3.5.1 The Annual Business Meeting of NIMS shall be held in the first quarter of the year on a date and at a place to be decided by the Executive Committee. Meeting notice and agenda will be sent to all directors no less than thirty (30) days prior to the meeting.

3.5.2 Additional Board of Directors Meetings of NIMS may be called upon the request of the Chairman with the concurrence of the Executive Committee. Notice and purpose of such special meeting or meetings shall be distributed to all Directors no less than thirty (30) days in advance of the meeting.

3.5.3 Special Provision. Any action required by law to be taken at a meeting of the Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting, unanimously ratified if a consent in writing, setting forth the action so taken, shall be approved by all by all voting directors provided a majority vote.

3.6 Quorum. The quorum for the Board of Directors meetings of NIMS, including the Annual Business Meeting, shall be one more than one third of the Directors. Board of Directors members may attend electronically if otherwise unavailable.

3.7 Manner of Acting. *Robert's Rules of Order* shall be used.

4. Officers

- 4.1 Officers and Terms of Office.** The Officers of NIMS shall consist of a chairman, vice-chairman, secretary, and treasurer. All officers, with the exception of the secretary, shall be Directors at the time of their nomination and election, and their term of office shall be for a period of two (2) years and until their successor is elected. Officers may succeed themselves in their current offices.
- 4.1.1 The Chairman** shall serve as the chief executive of NIMS and shall preside at all meetings of the Board of Directors, the Annual Business Meeting of NIMS, and the Executive Committee. The Chairman shall make all appointments to standing and ad hoc committees. The Chairman must be selected from the roster of Industry Directors.
- 4.1.2 The Vice-Chairman** shall provide general assistance to the Chairman and perform such duties as from time to time may be assigned by the Chairman. The Vice-Chairman must be selected from the roster of Industry Directors.
- 4.1.3 The Treasurer** shall prepare an annual budget for review and adoption by the Executive Committee. Additionally, the Treasurer shall perform such duties as from time to time may be assigned by the Chairman.
- 4.1.4 The Secretary** shall be the Executive Director as provided in 5.3.1.2.
- 4.2 Election of Officers**
- 4.2.1** All Directors are eligible to vote for and hold office with the exception that only one officer of NIMS may at any given time be elected from the ranks of the stakeholder Association Directors.
- 4.2.2** Nominations for officers shall be made by the Nominating Committee described in Article 6.1.
- 4.2.3** The election of officers shall be held at the Annual Business Meeting of NIMS.
- 4.2.4** Newly elected officers shall assume and hold office upon election.
- 4.2.5** Vacancies in elected office shall be filled by appointment of the Executive Committee. If a vacancy occurs within three (3) months of the last election, the immediate past Nominating Committee shall recommend a replacement to the Executive Committee.
- 4.2.6** Election of an officer shall not of itself create contract rights.
- 4.3 Removal of Officers.** One or more officers may be removed, with or without cause, by an affirmative vote of two-thirds (2/3) of the Directors in office and voting shall be at a duly called meeting of the Board of Directors at which a quorum is present.

5. The Executive Committee

5.1 Composition. The Executive Committee shall consist of the officers of NIMS, the immediate Past-Chairman, and three at-large Directors elected by the Board of Directors. The at-large directors shall serve two year terms on the Executive Committee and may succeed themselves.

5.2 Responsibilities. The Executive Committee shall conduct routine business of NIMS between meetings of the Board and act in emergencies. The Executive Committee will be responsible for adopting the annual budget. The Executive Committee will appoint the Executive Director. All actions of the Executive Committee shall be taken consistent with the policies of the Board. The Executive Committee may not amend these By-Laws, approve any merger or dissolve NIMS. Any action taken by the Executive Committee shall be ratified by or reported to the Board at its next full meeting.

5.3 Personnel

5.3.1 Executive Director. The Executive Committee shall appoint and be responsible for an Executive Director to manage and direct day-to-day operations of NIMS.

5.3.1.1 The Executive Director shall be responsible for the operations, management, and administrative functions of NIMS. These functions may include, but are not limited to: maintenance of NIMS records; preparation and administration of the operating budget; performing accounting, investment, and financial transactions on behalf of the Treasurer; preparing information updates for mailing to the Directors; maintenance of a registry of certified programs; maintenance of a registry of credentialed individuals; and various staff support services to the Chairman and Executive Committee. The Executive Director may be a volunteer or compensated position as determined by the Executive Committee. The Executive Director shall appoint and supervise staff members and administer all management contracts necessary to complete the administrative functions of NIMS and as authorized by the Executive Committee. The Executive Director shall be the chief spokesperson for NIMS, have fund raising responsibilities as directed by the Executive Committee, and shall attend all Executive Committee meetings, committee meetings, and Board of Director meetings, unless otherwise excused by the Executive Committee. The Executive Director shall report on the conduct of Executive Committee meetings and distribute minutes of the meetings to the Board.

5.3.1.2 The Executive Director shall serve as the non-voting Secretary of NIMS and be responsible for insuring the proper maintenance of minutes, records, and documents of NIMS.

5.3.1.3 The Executive Director shall serve as the secretariat in the development of skill standards and be responsible for assuring compliance with the NIMS Policies and Procedures for Writing and Revising Skill Standards and compliance with the ANSI Procedures for the Development and Coordination of American National Standards.

5.3.1.4 The Executive Director shall perform such duties as from time to time may be assigned by the Chairman.

5.3.2 Other Personnel. NIMS shall employ such full-time and part-time Staff Members, specialists, consultants, or other outside services as may be required to carry out its functions and obligations. The members of such Staff shall be under the immediate supervision and direction of the Executive Director, who shall have full authority and responsibility for staff organization and management.

5.4 Meetings

5.4.1 Meetings of the Executive Committee shall be held at least twice each year. The Chairman shall call the meeting and provide written notice to the members as to the time, place, and agenda at least 30 days in advance of such meetings.

5.4.2 Special meetings of the Executive Committee may be called by the Chairman, or by a majority of the Executive Committee, who may fix the time and place for such meetings.

5.5 Quorum. The quorum for the Executive Committee shall be a majority of its members.

5.6 Manner of Acting

5.6.1 The act of a majority of the members of the Executive Committee present at a duly called meeting at which a quorum is present shall be an act of the Executive Committee unless the act of a greater number is required by these By-Laws. No officer may act by proxy.

5.6.2 Members may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other.

5.6.3 Any action required by law to be taken at a meeting of the Executive Committee, or any action that may be taken at a meeting of the Executive Committee, may be taken without a meeting if a unanimous consent is received in writing, setting forth the action to be taken, and signed by all members of the Executive Committee.

6. Committees

6.1 Standing Committees. The Chairman shall appoint the chairs and members of the committees upon the advice of the Executive Director. All committee chairs appointed by the Chairman shall be Directors at the time of their appointment. The Chairman also shall appoint members to the Standing Committees. Persons not serving as Directors of NIMS may be appointed as members on Standing Committees with the exception of the Nominating Committee. Duly appointed members of each Standing Committee shall be appointed annually.

6.1.1 Nominating Committee

6.1.1.1 Responsibilities. The Nominating Committee will consist of at least three (3) board members and shall develop and recommend (1) a slate of

candidates for officers of NIMS subject to conditions provided in articles 4.1 and 4.2, and (2) a slate of candidates for Elected Directors. Both slates shall be presented to the Board for election at the Annual Meeting of NIMS and shall be in accord with the notification requirements thereof, as stated in Article 3.6.1.

6.1.1.2 Composition. The Nominating Committee shall be appointed by the chairman no later than October 1 each year.

6.1.1.3 Procedures. In performing its task, the Nominating Committee shall weigh factors such as recommendations from metalworking trade and professional associations, desire to serve, relevant experience in unbiased and performance-based assessments, past contributions to skill standards development and promotion, metalworking process specialties, and geographic representation in selecting a slate of candidates. The Nominating Committee may receive petitions from entities not currently represented on the Board who, because of their interest in skill standards, desire to have a seat on the Board.

6.1.2 Skill Standards Committee

6.1.2.1 Responsibilities. NIMS may establish a Skills Standards committee. The Skills Standards committee will operate in a manner consistent with the NIMS Policies and Procedures for standards development.

6.1.2.2 Composition. The Skill Standards Committee will be representative of the industry.

6.1.2.3 Procedures. Priorities for skill standards development or revision shall be set by the Board of Directors. This committee shall proceed to develop, write, validate, and approve standards as authorized. When acting in this capacity as the consensus body for approving metalworking skill standards, the approval shall be a two thirds [2/3] majority vote. The Skill Standards Committee shall present to the Board of Directors skill standards that have been developed or revised and approved meeting the criteria in Article 6.1.2.1. Appropriate workgroups may be convened and consultants retained to assist in the development, writing, and validation procedures, subject to the approval of the Executive Committee.

6.1.3 Other Committees. The Chairman with the advice of the Executive Director may appoint the appropriate advisory committees such as Credentialing and Accreditation Committee, Marketing Committee, a Financial Development Committee to advise the board in various areas of expertise.

6.2 Manner of Acting

6.2.1 A Majority of a whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these By-laws or with rules adopted by the Board of Directors. Meetings and acts of a committee shall be reported to the Executive Committee.

6.2.2 Members may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other.

6.3 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7. Amendments to the By-Laws. These By-Laws may be amended at a legally called Board of Directors meeting at which a quorum is present or through a mail ballot which is unanimously ratified by all voting directors provided a majority vote. Amendments shall require for approval a simple majority vote of all of the Directors. All By-Law amendments shall be distributed to the Directors at least thirty (30) days before ballots are due.

8. Annual Audit

8.1 Annual Audit. There shall be performed on an annual basis an audit of the financial and related records of NIMS. The audit shall be performed by a licensed firm of certified public accountants.

8.2 Investing. Acting in their capacities as fiduciaries of NIMS, the Chairman, Treasurer, and Executive Director are charged with the lawful and prudent collection and disbursements of funds. Moreover, as there may from time to time be funds in excess of short-term needs in amounts sufficient to invest, those funds shall be invested in a manner consistent with applicable statutes and prudent man doctrine.

9. Fiscal Year

The fiscal year of NIMS shall begin January 1 and end December 31.

10. Procedures for the Founding Year

“The Metalworking Industry Skill Standards Board,” defined and described in the “Project for Developing a National System of Skill Standards for the Metalworking Industry,” a proposal submitted to the U.S. Department of Labor and approved as Grant #F-4038-3-00-80-175 effective December 4, 1992, shall constitute the Founding Board of Directors of NIMS. As described therein, the Founding Board of Directors shall consist of fourteen (14) members representing all major sectors of the metalworking industry with representatives from both employers and employees including representation from major labor unions in the industry. The Founding Board of Directors, upon voting approval of these By-Laws, shall select interim officers of NIMS. The interim officers acting together shall provide for the incorporation of this Institute, and shall initiate the process to govern NIMS’s activities to wit a nominating committee shall be convened and an election scheduled not later than one (1) year from the approval of these By-Laws.

11. Indemnification

Any present or former Director or Officer of NIMS, or other such persons so designated by the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified by NIMS against all reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Director or Officer, or serving or having served the Corporation, except in relation to matters as to which he shall be found guilty of negligence or misconduct in respect to the matters in which indemnity is sought in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.

Adopted June 7, 1995

Amended September 24, 1997

Amended May 20, 1999

Amended November 18, 1999

Amended April 15, 2002

Amended February 16, 2009