



THE
M.A.S.S.
GROUP

MANUFACTURERS ASSOCIATION OF SANITARY SUPPLIES

Rules & Bylaws

(Amended 05/31/2010)

Mission Statement: A group of non-competing manufacturers that meet as often as necessary to provide a forum for the free flow of information pertinent to the sanitary supply industry and other common business issues and trends.

- I. Membership in the Association shall be limited to those who meet the following criteria:
 - a. The firm's principal endeavor shall be in the field of manufacturing and said firm must manufacture products for distribution in the sanitary supply market. The applying firm shall list all of its products marketed in the sanitary supply market and distribute to the membership all current marketing information.
 - b. A member must pay their annual dues, initiation fees, and/or any special assessments deemed necessary by the membership.
 - c. It is imperative that the individual representing the member firm at any meeting be conversant with the marketing activity of the member firm and must possess the authority requisite to bind that member firm with respect to any association decisions or activities.
- II. All members of the Association shall have an opportunity to vote on the membership application of any proposed new members. One negative vote cast against any applicant shall bar that applicant from membership in the Association. For purposes of this rule, a vote in absentia shall not be construed as a negative vote. In the event any member firm adds products that are different than those products or in addition to those products that they marketed when they joined the Association that would be construed to be competitive with the products of any other member firm, then and in that event the member adding to or changing its product line may be removed from the membership rolls by the vote of any member competing with such additional product line.
- III. Any member who misses two (2) consecutive scheduled meetings of the general membership shall be dropped from the membership roll. Any member so dropped may only be readmitted as a new member.
- IV. It is imperative that all members be acquainted with industry trends and be conversant on those topics affecting the industry as a whole. It is imperative in this regard that all members attend and share. If any member fails in this fundamental requirement, they can be called upon to resign by the Executive Committee. In the event that they fail to do so, the Executive Committee can then recommend to the membership that such member be dropped from the membership rolls and upon a vote of 2/3 majority such member may be so dropped.
- V. Officers
 - a. The officers of the Association shall number four and shall consist of a President, Vice-President, Secretary, and Treasurer. These offices shall be for a term of two (2) years and every two (2) years a

Secretary will be elected and the previous Secretary moves to Vice-President, the previous Vice-President moves for President, and the President moves to Past President. The Secretary is elected by the membership. He or she is named by a Nominating Committee made up of all Past Presidents of the Association and shall be chaired by the current President who is soon to become the most recent Past President. His or her nomination shall be made to the board at a regularly scheduled membership meeting on the last meeting of the odd numbered year. Nominations can also be made from the floor and if one is made the election shall be by secret ballot. Such new officers then will take office at the first meeting of the even numbered years and again shall serve for two (2) years. The Treasurer may serve for as many terms as membership so directs by election. Should a duly elected officer, during his or her term of office, die, resign, or otherwise be unable to perform his or her duties, his or her successor shall be elected at the next regularly scheduled membership meeting.

- b. There shall be the following permanent committees of the Association. The chairperson of the following committees shall be appointed by the President:
 - i. The Executive Committee, which consists of all officers of the Association
 - ii. Rules Committee
 - iii. Membership Committee
 - iv. Activities Committee

No officer can serve as a chairperson for any committee(s) other than the Executive Committee.

- VI. The Rules and Bylaws of the Association cannot be enlarged, modified, or revised except by a 2/3 vote of the members. All other business, except where herein otherwise specified, may be conducted by a 2/3 vote of those members in attendance at any regularly scheduled meeting.
- VII. Every member company is entitled to only one (1) vote and if more than one (1) representative is in attendance at a regularly scheduled meeting, then only one (1) representative shall vote on any issue.
- VIII. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- IX. It is imperative that all members of the Association understand that in order to achieve the level of trust and safety necessary to ensure the interchange we all seek, all proprietary information shared by the members must be held in absolute confidence. Proprietary information is that which is not known to the public generally, or to the sanitary supply industry specifically, and includes, but is not limited to information concerning individual member products, processes, customers, services, suppliers, general business policies and related matters.

All members acknowledge that the other members' interests afforded protection by this provision, which may include but is not limited to trade secrets, proprietary hardware/software, goodwill, customer relationships and, without limitation, valuable confidential business information and skills, are legitimate business interests of each respective member, deserving of protection,. Therefore all members must maintain the confidentiality of this information disclosed by other members in perpetuity and throughout the world, and subject to the legal rights of the disclosing member.

Further, any discussion of Association business outside Association meetings with two or more member representatives can only be held privately and not in a setting where the discussion may be overheard. No Association business, no matter how minor an item may seem, can be discussed with any person that is not a member representative or an officer or senior level manager of a member company. Members will assume that anything said during Association meetings is confidential unless the holder of the information

specifically releases the other members from the rules of confidentiality.

Members understand and agree that if a member violates this confidentiality and non-disclosure provision, or encourages or causes anyone to violate this provision, that member will be dropped from the membership roll. Nothing in this provision should be interpreted as a waiver of an individual member's legal rights against another member following a breach of this provision.