

BY-LAWS
of
CRANE MANUFACTURERS ASSOCIATION OF AMERICA, INC.
(A Delaware Nonprofit Corporation)

AS AMENDED *May 22, 2017*

ARTICLE I

Membership

Section 1. Definitions

(a) "Person" means any individual, partnership, firm, association, corporation or other business entity.

(b) "Overhead Crane" is a lifting device, the major components of which include hoisting machinery, a trolley structure, a trolley drive, a bridge structure, a bridge drive, bridge end trucks and where required, cabs and associated power equipment. It is not a construction type crane.

(c) "Crane Components" include hoisting machinery, trolley structure, trolley drives, bridge structure, bridge drives, bridge end trucks, cabs, below hook devices, controlling devices and associated power equipment.

(d) "Manufacture" means taking raw material or semi-finished material, such as steel plate, castings and forgings, and through the performance of processes involving engineering and design, fabricating, converting, or producing therefrom semi-finished or finished components.

(e) "OEM Integrated Crane Manufacturer" is a company that manufactures overhead cranes as a complete, integrated product in its own facilities or in facilities under its control.

(f) "OEM Components Manufacturer" is a company that manufactures crane components in its own facilities or in facilities under its control.

(g) "Crane Builder (Fabricator or Assembler)" is a company that designs from standard, pre-packaged solutions or crane configurations and assembles an overhead crane using standard components available from crane component manufacturers; has limited engineering or means of engineering verification; but can offer application solutions using readily available pre-engineered packages with manufacturing capability under its direct control for structural, mechanical and electrical components.

Section 2. There shall be two classes of membership as follows. Any company shall be eligible for membership which is a member in good standing of the Material Handling Industry of America Division of Material Handling Industry. Membership shall be designated General and Executive.

(a) General Membership. A person shall be eligible to be a General Member if that person is an OEM Integrated Crane Manufacturer, OEM Component Manufacturer, or a Crane Builder as defined in Article I, Section 1., and is organized under the laws of the United States or a state thereof, Canada or Mexico and has been in such business for a period of at least two years prior to its application for membership and is of good reputation. General Members shall be entitled to all rights and privileges of Executive Members, except that they shall not be entitled to vote or to hold office. All Affiliate Members in good standing on the date on which these amendments become effective shall continue as General Members, subject to the requirements of these Bylaws.

(b) Executive Membership. A person shall be eligible to be an Executive Member if that person is an OEM Integrated Crane Manufacturer and (i) has qualified as a General Member provided it is not a parent company, division or wholly owned subsidiary of an

Executive Member; (ii) has been a General Member of the Association for a period of at least three years; and (iii) manufactures the hoisting machinery component of its cranes, except that it need not manufacture the electrical components, brakes or bearings. Manufacture of the hoisting component by a parent, or a wholly owned subsidiary shall for this purpose be deemed to be manufactured by the member applicant. All Executive Members in good standing on the date these amendments become effective shall continue as an Executive Member subject to the requirements of these Bylaws.

(c) In the case of a parent company with a division(s) or wholly-owned subsidiary(ies) there shall be only one Executive Member in the Association membership at any time. This limitation shall not apply to membership as a General Member of the Association for the other entities if the eligibility requirements are satisfied. In such a situation the determination of which entity shall be the Executive Member is reserved to the parent company, division(s) and wholly-owned subsidiary(ies) subject to satisfying the eligibility requirements for the Executive Member membership category.

(d) A member that changes its form of organization shall not for that reason cease to be a member, provided that it continues to satisfy the eligibility requirements for its category of membership subsequent to the change in form.

(e) An Executive Member which has resigned in good standing from the Association, all its indebtedness having been discharged, may reapply for membership as an Executive Member within three years of the date of resignation provided it continues to satisfy the eligibility requirements for that category of membership at the time of reapplication.

Section 3. Application for membership in this Association shall be made to the Managing Director/Secretary in writing on the required form and shall be referred to the Executive

Members (sometimes designated as "Members") for initial action. Before action by the Members a factual report on the applicant's business and plant facilities shall be received from members designated by the Vice President to make an inspection and report. A favorable vote of no fewer than two-thirds of the Executive Membership shall be necessary at a regularly scheduled meeting to elect the applicant to membership.

Section 4. Application for a change in class of membership from General to Executive shall be made to the Managing Director/Secretary by a written request and shall be referred to the Members for action at a regularly scheduled meeting, a favorable vote of no fewer than two-thirds of the Executive Membership being required to approve the change.

Section 5. Resignations of members shall be considered effective for the purpose of attending meetings and voting from the date notice of intent to resign is submitted in writing to the Managing Director/Secretary, provided, however, that before a resignation shall become finally effective, a member offering its resignation shall pay its dues to the Association in full for the calendar year in which its resignation is submitted. Any member may resign at any time upon discharging its indebtedness to the Association as aforesaid.

Section 6. If requested at any time after election to membership, a General or Executive Member agrees to submit to the Managing Director/Secretary such evidence as may be determined by the Managing Director/Secretary as being necessary to support continuing membership eligibility.

Section 7. Any member may be suspended or expelled from membership for any of the following reasons:

(a) Failure to pay any dues or any assessments made within the authority of the Certificate of Incorporation and Bylaws

of this Association within sixty (60) days after payment thereof shall be due.

(b) Failure to comply with the provisions of the Certificate of Incorporation and/or the current Bylaws of this Association.

(c) Violation of the provisions of Article VIII hereof, entitled "Statistics."

(d) A General or Executive Member's delegate or alternate failing to attend two consecutive regularly scheduled membership meetings, unless a reason satisfactory to the Executive Membership is given for such failure.

(e) An Executive Member's engineering delegate or alternate failing to attend two consecutive regularly scheduled engineering committee meetings, unless a reason satisfactory to the Executive Membership is given for such failure.

(f) Any conduct unbecoming a member of this Association or calculated to bring the Association into disrepute.

Section 8. Action of either suspension or expulsion for any of the reasons enumerated above shall be taken by the affirmative vote of two-thirds of all the Executive Members of the Association but only after the accused member shall have been given thirty (30) days advance notice by the Managing Director/Secretary by certified mail, return receipt requested, of the proposed action and given a reasonable opportunity to be heard before the vote of the Members is taken.

ARTICLE II

Meetings and Quorums

Section 1. The General and Executive Members of the Association shall hold an annual meeting during the last four months of each calendar year, at such time and place as the Managing Director/Secretary shall designate, for the election of officers, for the approval of the following year's budget and for the transaction of any other business that may properly come before the meeting. Notice of such meeting shall be sent by the Managing Director/Secretary to each such member at least ten (10) days in advance of the meeting.

Section 2. Regular and special meetings of the members of the Association may be called by the President or the Managing Director/Secretary at a place then designated and shall be called by the President or Managing Director/Secretary upon the request of no fewer than five (5) members of the Association. Notice of such meeting shall be sent at least five (5) and not more than thirty (30) days before said meeting. Meetings of the members and the Board of Directors may be held within or outside of the State of Delaware.

Section 3. If, after any meeting of the General and Executive Members of the Association and/or Board of Directors has been duly called, it be found by the President that an insufficient number of them will be present to constitute a quorum, the Managing Director/Secretary may, with the consent of the President, determine a new date and place for the meeting, and a new notice shall be sent by the Managing Director/Secretary at least five (5) days in advance of the date of that meeting.

Section 4. The presence, in person or by proxy, of a majority of the Executive Members at any meeting of the Association shall be necessary to constitute a quorum for the transaction of business. Each Executive Member shall have only one vote regardless of the number of representatives of such member who may

be present at the meeting. An Executive Member which is not personally present may be represented and vote by written proxy. No one employed by the Association shall act as proxy for any Member. Proxies to be recognized must be delivered to the Managing Director/Secretary prior to the opening hour of the meeting at which they are voted.

Section 5. At all meetings of the General and Executive Members of the Association and the Board of Directors a record of the proceedings shall be preserved as the minutes of the meeting.

ARTICLE III

Directors

Section 1. The directors of the Association shall be those persons who, from time to time, constitute its Executive Members, acting through their duly authorized representatives as hereinafter provided. Unless otherwise required by law, no meetings of the Board of Directors need be held and no action need be taken by the directors, as such, acting independently of the Executive Members, and all action duly taken from time to time by the Executive Members in respect of any matter upon which the directors would have power to act shall be deemed to be action duly taken by the directors, as well as by the Executive Members.

Section 2. The property, business and affairs of the Association shall be managed by its Executive Members, provided, any action of the membership shall, if required by law, be designated as and shall be deemed to be the action of the Board of Directors.

ARTICLE IV

Officers

Section 1. The officers of the Association shall be a President, a Vice President, a Vice President of Engineering and Services, a Managing Director/Secretary and a Treasurer, all of whom shall be elected by the Executive Members. The offices of Managing Director/Secretary and Treasurer may be held by one person. The term of the officers shall be two years, in each case beginning with the first day of January following election, unless otherwise provided by the Executive Membership.

Section 2. The President shall preside at all meetings of the General and Executive Members of the Association and of the Board of Directors and, as provided in Article V - Committees, shall appoint Standing Committee members, and all *Ad Hoc* or temporary committees and their members as well as committee chairs, as described in the Article V, and in general shall perform such other duties as might normally be exercised by the President of a comparable organization. The Vice President shall act in the absence of the President, and in the absence of both the President and Vice-President, a Certified Representative of any Executive Member who is designated or selected by a majority of the Executive Members may preside at an Association meeting.

Section 3. The Managing Director/Secretary shall be the chief administrative officer of the Association and, subject to the control of the Executive Members and the President, shall manage, supervise and exercise general executive powers concerning all the property, business and affairs of the Association. The Managing

Director/Secretary shall be charged with carrying out the policies, programs, orders and resolutions adopted or approved by the Executive Members and shall have all powers and perform all duties incident to the office of general manager and secretary and any further powers and duties as from time to time may be prescribed to the Executive Members. He or she shall have the power to execute deeds, bonds, mortgages, other contracts, agreements and instruments of the Association. The duties shall also include the following:

(a) Attendance at all meetings of the members of the Association and the Board of Directors in person or by a designated representative.

(b) Distributing such notice of meetings as may be appropriate.

(c) Conducting all correspondence pertaining to his office.

(d) Keeping minutes of all meetings of General and Executive Members and Directors and of committees.

(e) Executing all orders, votes and resolutions not otherwise committed.

(f) Giving a good and sufficient bond in such sum as the Executive Members may require, conditioned on faithful discharge of his duties, such bond to be subject to the approval of the Association's General Counsel.

Section 4. The Treasurer or his or her designee shall collect the assessments from the members as authorized and shall pay all expenses of the Association, subject to the general approval and direction of the Executive Members. The Treasurer shall render to the members annually a statement showing the financial status of the Association and at such other times as may be directed by the Executive Members. The accounts shall be audited from time to time as may be directed by the Executive Members, provided that no member, whether an officer or not, shall

have access to figures that would indicate the business of any other member of the Association. If required by the Executive Members, the Treasurer shall give a good and sufficient bond in such sum as the Executive Members may require, conditioned on the faithful discharge of duties. Such bond shall be subject to the approval of the Association's General Counsel. At the expiration of the term of office, the Treasurer shall deliver to the successor all books and other property of the Association.

Section 5. The Executive Members shall have authority to select a General Counsel who shall be the legal advisor of the Association. The duties of the General Counsel shall be the furtherance of the objects and purposes of the Association by all lawful and proper means, and the term of office may be determined by the Executive Members. In selecting the General Counsel, the Executive Members shall have authority to select an individual or a firm of lawyers.

Section 6. In selecting the Managing Director/Secretary and the Treasurer as provided for in Sections 3 and 4, the Executive Members shall have authority to select employees of Material Handling Industry or a management firm or corporation to provide the services there mentioned and, if appropriate, to enter into an agreement for the rendering of such services, upon such terms and provisions as the Executive Members shall see fit and for such period of time as the Executive Members shall deem to be in the best interest of the Association.

ARTICLE V

Committees

Section 1. Appointments; Powers. Except as otherwise provided in this Article V, all Standing Committees of the Association

shall consist of members as appointed from time to time by the President or as specifically designated by these Bylaws as committee members. All Temporary or *Ad Hoc* Committees shall consist of members and such other individuals, all as appointed from time to time by the President, provided that individuals other than Members shall not constitute a majority of any committee or subcommittee. All members of the Committees shall have the right to vote. The Association members may from time to time unless otherwise restricted by law invest any committee with such power and authority, subject to such conditions, as they may see fit. The President may appoint the Chair of all committees, unless otherwise directed by the Association Bylaws, who shall preside at all meetings. A successor, if required, shall be appointed by the President or elected by the majority of the Association members.

Section 2. Organization; Record; Finality of Action. All committees shall determine their own organization, procedures, and times and places of meeting, unless established by the Association members or these Bylaws. All committees shall keep a record of the transactions of their meetings, a summary of which shall be reported to the Association members at their meeting thereafter. Any action taken by any committee shall be subject to alteration or revocation by the Association members, provided, however, that third parties shall not be prejudiced by such alteration or revocation.

Section 3. Nominating Committee. There shall be as a Standing Committee a Nominating Committee of no fewer than five Executive Members, preferably past Presidents of the Association, appointed by the President. The Nominating Committee shall be reconstituted annually at least ninety (90) days before the annual meeting of members. Not later than forty-five (45) days before the annual meeting of members, the Nominating Committee shall provide to the President nominations of the officers to be elected, if any, which may include a President, a Vice President, a Managing

Director/Secretary and a Treasurer. After receipt of the list of nominees, if any, the President shall send it to the Executive Members with the notice of the annual membership meeting. An Executive Member may nominate a candidate for an officer position by sending the name to arrive at the office of the President before the date of the annual meeting of members or by submitting it at said meeting. If any nominated candidate shall become ineligible or unable to serve or refuse to serve prior to the annual meeting, the Nominating Committee may nominate a successor candidate without notice to the Association Executive Members. The Committee Chair shall be the most recent Association past President, if any, who is currently serving on the Committee and, if none, as appointed by the President.

Section 4. Statistics Committee. There shall be as a Standing Committee a Statistics Committee of no fewer than two members appointed by the President whose terms must coincide with the President's term. The Statistics Committee with the support of the Association members shall develop, administer and maintain the confidentiality of a program of statistical reports deemed beneficial to the Association member companies in their respective marketing and management operations and otherwise have responsibility for the Statistical Guidelines and the Association's statistics program authorized by these Bylaws subject to the written advice, review and approval of the Association's General Counsel. The Chair of the Committee shall be appointed by the President.

Section 5. Financial Committee. There shall be as a Standing Committee a Finance Committee of no fewer than three members appointed by the President, whose terms must coincide with the President's term, plus the Treasurer. The Treasurer shall serve as Chair of the Committee. The Committee shall be responsible for reviewing the financial resources and obligations of the Association and for preparing and recommending a budget or budgets to accomplish

its financial objectives and establish limitations for its expenditure.

Section 6. Strategic Planning Committee. There shall be as a Standing Committee a Strategic Planning Committee of no fewer than seven members whose terms must coincide with the President's term. Members of this Committee will include the President, the immediate Past President, the Vice President, the Secretary/Treasurer and three General Members appointed by the President. The President will serve as the Committee Chair.

The Committee's responsibilities shall include providing strategic oversight of all elements of CMAA programming, enforcing Member Value, assuring the long-term viability of the Association to include development of the Association's membership, both Executive and General Members, periodically reviewing membership eligibility criteria to maintain it as current in relation to the then current overhead crane industry, and developing and strengthening CMAA brands. The Committee shall be responsible for periodic review of the Association's Bylaws when requested by the President or the CMAA members and in any event at least every three years to assure alignment with the overall strategic direction of CMAA.

Section 7. Engineering and Service Committee. There shall be a standing committee known as the Engineering and Service Committee. The purpose of the Committee is to consider pertinent matters relating to crane engineering, safety, inspection, service and training and to prepare specifications, standards, guidelines, OSHA Fact and Tip Sheets and other written materials for submission to the members of the Association for action and approval. The Committee shall be

comprised of Qualified Engineering Delegates, Qualified Service Delegates and Business Delegates while being employed by a CMAA member.

(a) Delegates.

(1) Qualified Engineering Delegates shall include those engineers who have primary responsibility to develop and/or to apply specifications for designing overhead cranes, overhead crane components or crane related equipment. One or more of the following qualifications is required to become a Qualified Engineering Delegate. Necessary credentials shall be submitted to the Managing Director/Secretary, who shall then certify that the qualifications have been met:

- A. The applicant holds a Bachelor of Science degree in engineering or engineering technology and has at least five (5) years of engineering work experience for crane-related equipment. A copy of a diploma or transcript and a statement of work history must be provided.
- B. The applicant holds an associate's degree in engineering or engineering technology and has at least ten (10) years of engineering work experience for crane-related equipment. A copy of a diploma or transcript and a statement of work history must be provided.
- C. The applicant holds a Professional Engineer license and has five (5) years of engineering work experience for crane-related equipment. A copy of the license or certificate and a statement of work history must be provided.
- D. The applicant has made a valuable contribution to the Association and has ten (10) years of practical crane-related equipment engineering experience. A statement of work history must be provided. The approval of not less than two-thirds (2/3s) of the members with Qualified Engineering Delegates of the Engineering and Service Committee is required to become a Qualified Engineering Delegate pursuant to this qualification.

(2) Qualified Service Delegates shall include those individuals who have or have had responsibility for field inspection, service or the training of safety, inspection and service personnel. One or more of the following qualifications is required to become a Qualified Service Delegate. Necessary credentials shall be submitted to the Managing Director/Secretary, who shall then certify that the qualifications have been met:

- A. The applicant has at least five (5) years of work experience in managing service personnel as an employee of a service provider in the overhead crane industry or a CMAA member. A statement of work history must be provided.
- B. The applicant has at least five (5) years of field experience servicing and/or inspecting overhead cranes for a company that is a service provider in the overhead crane industry or is a CMAA member. A statement of work history must be provided.
- C. The applicant has at least five (5) years of experience working as a safety professional in the material handling industry and/or has appropriate certifications/degrees to verify formal training as a safety professional. A statement of work history must be provided.
- D. The applicant has at least five (5) years of experience working as a Safety/Service/Inspection Training Professional for a service provider in the overhead crane industry or is a CMAA member. A statement of work history must be provided.

(3) Business Delegates shall include those individuals who are not Qualified Engineering Delegates or Qualified Service Delegates but who desire to participate in subcommittees, *ad hoc* committees or work groups of the Engineering and Service Committee. No other qualifications are needed to become a Business Delegate.

(b) Meetings, Attendance and Membership.

(1) Each Executive Member is required to designate at least one (1) Qualified Engineering Delegate for the Engineering and Service Committee during its membership.

A. At least one (1) Qualified Engineering Delegate from each Executive Member must attend at least two (2) out of every three (3) Engineering and Service Committee meetings.

(2) General Members may provide a Qualified Engineering Delegate for the Engineering and Service Committee but are not required to do so.

(3) Members may provide one (1) or more Qualified Service Delegates.

(4) Members may provide one (1) or more Business Delegates.

(5) The President with the approval of the Executive Members may limit the number of Committee Delegates so as to assure that the work of the Committee can be effectively accomplished.

(6) The Vice President of Engineering and Service shall preside at the meetings of the Committee. In the event of his/her absence, the Assistant Vice President of Engineering and Service shall preside.

ARTICLE VI

Certified Representatives

Section 1. Whenever membership is held in the name of a firm, individual or corporation, one Delegate, who is an employee of the member and who is certified to represent the firm in writing to the Association by a responsible official of the member concerned, shall exercise the voting power of the membership, if any, and his name shall be certified, together with an alternative, to the Managing Director/Secretary of the Association.

Section 2. A member of the Association may from time to time change its representative or alternate by notifying the Managing Director/Secretary of such change in accordance with the provisions of the preceding Section.

ARTICLE VII

Dues and Assessments

Section 1. The expenses of the Association shall be determined by the Executive Members and shall be distributed among and paid by the members as dues or assessments in such manner and amount as they may determine. The Executive Members shall also determine the amount of the initiation fee for new members.

Section 2. It shall be the duty of the Managing Director/Secretary to report to all members on or before any annual, regular or special meeting of the Association the name of any member which may, at the time of the meeting, be sixty (60) days or more in arrears of its dues or assessments. No Executive Member so in arrears shall have its vote counted on any matter submitted in such meeting or be counted in ascertaining a quorum. If any member remains in default for more than thirty (30) days thereafter, its name shall be reported by the Managing Director/Secretary to the Executive Members for such action as they may deem proper, and it shall automatically be deprived of all Association rights, privileges and activities until said member is restored to good standing by payment of all dues and/or assessments in default.

ARTICLE VIII

Statistics

Section 1. It shall be a condition of membership in the Association that the members shall furnish accurate statistical information of the kind and in the manner approved by the Executive Members and hereinafter described, and failure to do so shall constitute cause for termination of membership in the Association.

Section 2. In the collection and dissemination of statistics the following rules shall be observed:

(a) The governing principles of the Association's statistical activity shall be the collection and dissemination of such accurate statistical information as may serve the members in conducting their business intelligently and with a knowledge of existing general conditions in the industry, the same to be as determined by the Managing Director/Secretary under the direction of the Executive Members. Upon the request of the Managing Director/Secretary for statistics, members which are to submit statistical information shall furnish the same promptly.

(b) No statistics shall be collected or disseminated as to pricing formulas, market share, profit percentages or any commercial topic that may be deemed to be anti-competitive.

(c) All statistics collected from members shall be delivered only to the MHI Market Analyst and shall not be disclosed to any other member or any representative or employee of another member.

The MHI Market Analyst shall be responsible for assembling and compiling the statistics obtained from the members and shall deliver only aggregate statistics to participating members. Statistics shall be disseminated only if they pertain to three or more members, and in no case shall statistics be disseminated which may be revealing in respect of the operations of any member.

(d) Members which receive statistics are under a special obligation to maintain their confidentiality.

(e) Statistical activities of the Association shall be subject to the review and approval of the General Counsel, who shall be kept fully informed regarding its manner, procedures and form.

ARTICLE IX

Indemnification of Directors and Officers

Section 1. (a) Directors and officers of the Association shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the name of the Association or otherwise) arising out of their position in, or service to, the Association or to another organization at the Association's request. Persons who are not directors or officers of the Association may be similarly indemnified in respect of such service to the extent authorized at any time by the Executive Members. The Association shall maintain insurance to protect itself and any such director, officer or other person against any liability, cost or expense incurred in connection with any such action, suit or proceeding. The provisions of this Article shall be applicable to actions, suits or proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.

The indemnification herein provided shall not be deemed exclusive of any other rights to which those who are indemnified may be entitled under any Bylaw, agreement, vote of Executive Members, or otherwise, and in particular, all such persons shall be entitled to all the rights of indemnification permitted them under the applicable provisions of the Delaware Corporation Law, as amended, such provisions being incorporated in these Bylaws by reference thereto.

(b) The Association may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any liability or expense asserted or incurred by such person in connection with an action, whether or not the Association would have the power to indemnify such person against such liability or expense by law or under the provisions of this Section 1 of Article IX.

ARTICLE X

General

Section 1. The business office of the Association shall be located in the metropolitan Charlotte, North Carolina area, unless otherwise specified by the Executive Members.

Section 2. The corporate seal shall have inscribed thereon the name of the Association, the year of its organization, and the words, "Corporate Seal, Delaware." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 3. The fiscal year of the Association shall be the calendar year.

Section 4. Whenever used in these Bylaws, the use of any gender shall be applicable to any other gender or to all genders as may be appropriate in the context.

ARTICLE XI

Amendments

Section 1. These Bylaws may be amended only at a meeting of the Executive Members of the Association by a two-thirds vote of the Executive Membership, the nature of the proposed amendment having been stated in the call for the meeting. The provision for giving advance notice of a proposed amendment may be waived by the unanimous consent of the Executive Members present at the meeting at which the proposed amendment is offered.

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