

MARYLAND/D.C. VENDING ASSOCIATION, INC.

BYLAWS

Section 1. The name of this organization shall be MARYLAND/D.C. VENDING ASSOCIATION, INC.

Section 2. The location of the principal office of this Association shall be determined by the Board of Directors.

Section 3. Classes of members for voting and other purposes shall be:

- a. Operator Members – any individual, partnership, corporation or any other entity of good business repute engaged in the business of operating, or owning and leasing to operators, machines for the vending of merchandise or service, and who operates some of such machines in the State of Maryland. Operator members shall be voting members.
- b. Associate Members – any individual, partnership, corporation or any other entity selling to, manufacturing for or otherwise interested in vending of merchandise or services through vending machines.

Associate members may be directors ~~but may not be officers~~, *and may serve as an officer of the board.* Revised 3/20/19. Associate members of the Board of Directors shall ~~have, as a group, one vote. Associate members shall have, as a group,~~ *each have one vote at Board of Directors and general membership meetings.* Revised 4/15/1998

Section 4. Application for membership shall be in writing on a form approved by the Board of Directors, signed by the applicant or his duly authorized representative and agreeing to abide by the Charter and Bylaws of this Association. Upon payment of the proper fees and approval by a majority of the Board of Directors, the applicant shall become a member of the Association.

Section 5. Any member may have its membership suspended or revoked at any meeting of the Board of Directors for failure to comply with the rules and regulations issued by the authority of the Association, or for conduct unbecoming a member. The suspension or revocation shall require a two-thirds vote by the members of the Board of Directors in attendance at the meeting, but such action shall not be taken until the member has been given an opportunity to be heard by the Board of Directors.

Section 6. Each member, firm or corporation shall appoint and certify to the Secretary of the Association an official representative in the Association who shall represent, vote and act for the

member in all affairs of the Association. A member may change its official representative at will upon giving notice thereof to the Secretary, or may when necessary, appoint by written notice to the Secretary an alternate for its official representative. For the purpose of these Bylaws the term "member" shall mean the member company or the official representative or the alternate.

Section 7. Resignation of a member shall be in writing addressed to the Secretary. No member of this Association shall be permitted to withdraw from the Association unless he shall have given one month's written notice in advance to the Secretary of the Association and shall have paid in full to the Association, to the effective date of the resignation, all membership dues and other obligations to the Association. The resignation of a member company shall include the resignation of the official representative and of any alternate, or of any other person connected with the member company.

Section 8. The annual meeting of the Association shall be held at such time and place as designated by the Board of Directors. Notice of the time and place of such meeting shall be sent to all members in good standing at least ten days before such meeting.

Section 9. The Board of Directors shall from time to time determine the number of members that shall constitute a quorum for the transaction of business at an annual or any special meeting. The Board of Directors may prescribe conditions under which a vote by mail, telephone, or telegram may be taken and the condition for determining the results of such vote. **No company may have more than one vote on the Board of Directors, although a company may have more than one representative on the Board of Directors.** *Whatever number is determined for a quorum, there must always be more operator members than associate members.* Revised 4/15/1998

Section 10. Directors shall be members of National Automatic Merchandising Association and shall be elected from the active membership of the Association ~~at each annual meeting during elections which will be held prior to the annual meeting~~ and shall serve until replaced by newly elected Directors. Revised 4/15/1998

Section 11. Immediately following the election of Directors each year, the Directors shall organize themselves as a Board and elect from their own membership a President, Vice President, and Treasurer.

Section 12. The Secretary of the Association shall be a member of the National Automatic Merchandising Association staff and shall serve without compensation from the Council.

Section 13. All members of the Board of Directors shall serve without remuneration.

Section 14. At any meeting of the Association each ~~operator~~ member shall be entitled to one vote on each question put to a vote. Revised 4/15/1998

Section 15. Presence at or waiver of notice of any meeting shall constitute proper and adequate notice of such meeting.

Section 16. Voting shall be by official representative or alternate as certified in accordance with Section 6.

Section 17. Any member's obligation to the Association or its creditors shall be limited to any sums due or owing the Association by such member.

Section 18. The interest of each member in the funds, investments and other assets of the Association, the membership of which shall terminate for any reason except through dissolution of the Association, shall ipso facto immediately cease and desist, and any such member shall have no interest or right therein. Upon dissolution of the Association, the funds, investments, and other assets thereof shall be divided among the members at that time in proportion to payments made by them during the life of the Association, limited however, to the five preceding fiscal years.

Section 19. These Bylaws or any part thereof may be amended, enlarged or repealed by an affirmative vote of a majority of members of the Association, or by a majority of the members of the Board of Directors, either at a meeting called for such purpose or by mail, telephone or telegraph ballot in accordance with procedures established by the Board of Directors.

Section 20. ~~The Board of Directors shall consist of thirteen sixteen members — nine ten operator members and four six associate members. Revised 4/15/1998.~~
~~————The Board of Directors shall consist of thirteen sixteen members — nine ten operator members and four six associate members a majority of which shall be operator members. Revised 9/8/2011.~~

The Board of Directors shall consist of ~~thirteen sixteen~~ *seventeen* members – ~~nine ten~~ operator members and ~~four six~~ *seven* associate members *a majority of which shall be operator members.* Revised 5/28/2015.

Section 21. The Directors shall be elected for three (3) year terms except for an associate member who shall be elected for a ~~one (1)~~ *two (2)* year term. Revised 4/15/1998.

Section 22. In the event that any officer or Director of the Association shall terminate his connection with the member company he represented at the time of his election as Officer or Director in the Association, ~~the official connection of such officer or Director in the Association shall automatically terminate~~ *but continue in the industry in the same or related capacity, the term he/she was elected to serve will continue.* Revised 4/15/1998.

Section 23. Vacancies on the Board of Directors that occur for any cause between annual meetings may be filled by the remaining Directors. Directors so elected shall serve only until the next annual meeting when a new Director shall be elected for the unexpired term.

Section 24. The President may appoint, with approval of the Directors, an executive committee with such powers as the Director shall grant to act for the Directors between meetings of the Directors.

Section 25. The fiscal year shall begin January 1st and end December 31st.

Section 26. Dues and fees for membership and participation in special activities of this Association shall be determined by the Board of Directors and shall be collected, held and disbursed by the Treasurer on authorization of the Board of Directors.

Section 27. The signature of one officer shall be sufficient to withdraw funds from the association's Treasury

Section 28. An audit of the Association's fund is to be performed at the end of the year by a member or a committee of three members designated by the President.

Section 29. If a member of the Board of Directors fails to attend two consecutive meetings, without giving the Secretary a satisfactory excuse or reason for his absence, then at the next meeting of the Board, his office may be declared vacant and a successor appointed in his place, unless he gives the Board at the said meeting a satisfactory reason or excuse for his absence from the preceding meetings.¹