

BY-LAWS OF THE LIGHTNING PROTECTION INSTITUTE, INC.

ARTICLE I – Name

The name of this Corporation, a corporation not-for-profit, organized under the laws of the State of Illinois, shall be the **Lightning Protection Institute, Inc.**

ARTICLE II – Principle Office

The principle office of the corporation shall be as designated by the Board of Directors from time to time. The corporation may have such other offices as may be designated from time to time by the Board of Directors.

ARTICLE III – Aims and Objectives (Not Necessarily in the Order Presented)

- Develop means of protecting life and property from loss by lightning
- Assure greater public safety by extending the use of proper lightning protection systems and promoting the practice of personal safety measures
- Inform the public in regard to proper and positive lightning protection
- Compile and disseminate data and information on lightning and on losses caused by lightning
- Initiate and conduct lightning protection research and development
- Formulate and promote standards for lightning protection materials and systems
- Conduct educational programs on the science and methods of lightning protection
- Conduct training and educational programs for installers, designers and inspectors of lightning protection systems
- Test and certify competence in lightning protection systems design, installation and inspection
- Promote the use and enforce the highest standards of quality and safety in the design and installation of lightning protection systems

ARTICLE IV – Membership

Section 1. Any person, firm or corporation engaged in the lightning protection industry is eligible to become a member of the institute.

Section 2. There shall be five (5) classes of membership:

- CLASS I:** (Manufacturers) - Any entity or natural person whose primary business is the manufacturing of lightning rods and other lightning protection system components and who has a demonstrable capacity to produce, fabricate or offer for sale lightning protection system components.
- CLASS II:** (Dealer/Contractors) - Any entity or natural person whose primary business is the resale or installation of lightning protection systems or system components and has an LPI certified Master Installer. This class is qualified to install LPI certified systems.
- CLASS III:** (Affiliate Members) – Any entity or natural person who has an interest in the resale or installation of lightning protection systems or system components and they are not and do not employ an LPI certified Master Installer. This class is not qualified to install LPI certified systems.
- CLASS IV:** (Professional Division) – Individuals indirectly involved in promoting lightning safety and enhancing the science of lightning protection such as architects, engineers, safety directors, scientists, insurance representatives, etc. or any other interested party.

CLASS V: (Associate Members) – Suppliers of materials and products used in the manufacture of lightning protection system components (e.g. wire, rod, fasteners, part castings, etc.) and supplies allied to lightning rod systems (e.g. arrestors, continuity testers, ground testers, warning systems, etc.).

Section 3. Application for membership shall be submitted to the LPI Executive Director on forms supplied by the Institute. The Executive Director shall transmit all applications by mail to the Board of Directors. Directors shall vote, by return mail, for or against acceptance of the applicant. Affirmative vote of seventy-five percent (75%) of the directors shall be required for admission to membership. Any director, without the necessity of voting, may request that the application be brought before the next meeting of the Board of Directors, in which event, voting on said application shall take place.

Section 4. Only active members of Classes I, II and III may vote on all matters except when such matters are determined by the Board of Directors to require specialized representation by members of the Professional Division.

Section 5. Applicants for membership in Classes I, II and III shall be admitted under the following probationary provisions, which shall apply for twenty-four (24) months following the date of admittance.

- 1) The probationary member shall submit all information necessary to conduct an inspection of at least three (3) lightning protection systems for which the probationary member has furnished or is furnishing components, installation and/or system design services. Information shall include the name, location, date of installation, name of the installer, if other than the member, copy of specifications, if any, and the drawing of the system installed along with photographs of concealed portions of the system as required by the LPI Inspection Program. Presentation of UL96-A Master Label Certificates or LPI-IP Certificates shall be accepted and submitted with payment of initiation fees or annual dues.
- 2) The probationary member may attend Institute meetings and serve on committees, but may not hold any Institute office or serve as chairman of an Institute committee during the first twelve (12) months of the probationary period.

Section 6. All class I, II, and Class III members that involve themselves in the installation process, either by design, installation, or certification, shall submit with payment of annual dues, verification by inspection of not less than three (3) lightning protection systems for which that member has furnished or is furnishing components, installation and/or system design services. Information shall include the name, location, date of installation, name of installer, if other than the member, copy of specifications, if any, and the drawing of the system installed along with photographs of concealed portions of the system as required by LPI Inspection Program. Presentation of UL96-A Master Label Certificates or LPI-IP Certificates shall be acceptable. Failure to do so will place that member into the probationary category for up to one (1) year and member will be listed in the membership directory as such until such inspections have been completed. If such inspections are not completed and submitted within the one (1) year probationary period, member will be removed from the membership directory.

ARTICLE V – Voting

Each member shall be entitled to one (1) vote on Institute business except for those matters restricted to a particular class of membership as set forth in the By-Laws or as established from time to time by the Board of Directors. Each corporation, partnership or association shall appoint and certify to the Executive Director two (2) people to be its representatives, one (1) primary member and one (1) designated alternate, who shall represent, vote and act for the member in all affairs of the Institute. No individual owner, partner or group of affiliated owners shall be entitled to more than two (2) votes regardless of the number of memberships held by such owner or owners through separate corporations, subsidiaries, other business entities or separate business locations. A majority vote of all members present and voting shall be required for approval of any Institute business submitted to the vote of the members except where a higher percentage of affirmative votes are required by the Articles of the Institute, these By-Laws or applicable law. Members may vote by written proxy, provided said proxy is recorded with the Secretary or his designee before the meeting at which the vote is to take place.

ARTICLE VI – Dues and Fees

Section 1. New members of Classes I, II and III shall pay a one-time initiation fee equal to fifty percent (50%) of the basic annual dues assessed for members of their class. The initiation fee is due and payable within ten (10) days of notification of membership. Class IV and Class V members shall not be required to pay an initiation fee. Initiation fees and payments of initiation fees may be subject to change from time to time as determined by the Board of Directors.

Section 2. Annual dues pertaining to each classification of members as well as each classification schedule shall be determined from time to time by the Board of Directors and a schedule setting forth said fees shall be distributed to each member each time there is a change in dues. Dues of members in Classes II shall be payable monthly. Dues payments shall be due no later than the tenth day of each month. Class II, III, IV and V members shall pay dues annually or at the beginning of the calendar quarter commencing immediately after the anniversary date of their membership.

Section 3. NON-PAYMENT OF DUES. If any member shall fail to pay an installment of dues within forty-five (45) days after the date when such installment is due and payable, such member shall be suspended from the Institute until such time as he becomes current with his dues obligations. During suspension, his/her or its rights to attend meetings and to avail himself/herself or itself of other privileges of the Institute shall also be suspended. Thirty (30) days after the date on which any installment of dues is payable, the Executive Director shall notify all members in arrears, quoting this paragraph of the By-Laws:

“If the dues of any member remain unpaid for a period of forty-five (45) days after the date when any installment is due and payable, the name of such defaulting member shall be stricken from the rolls of the Institute and thereupon, all his/her or its rights and privileges in the Institute shall be forfeited and extinguished.”

The funds and property of the Institute shall belong to the Institute and no member whose membership has been terminated as herein provided, or who shall resign, shall be entitled to any part thereof.

Section 4. In addition to the fees and dues provided above, members shall pay to the Institute special project dues at a rate to be established from time to time by the Board of Directors and approved by a majority of the class of members that will be obligated to pay the assessment.

ARTICLE VII – Meetings

Section 1. **ANNUAL** – There shall be an annual meeting of the Institute at such time and place as established by the Board of Directors, for election of members of the Board of Directors, for receiving the annual reports and for the transaction of other business. Notice of such meeting, signed by the Executive Director, shall be mailed to the last recorded address of each member at least twenty (20) days before the time appointed for the meeting.

Section 2. **SPECIAL** – Special meetings of the Institute may be called by the Executive Director or the Board of Directors or shall be called by the Executive Director upon the written request of five (5) members of the Institute. Notice of any special meeting shall be mailed to each member at his last recorded address at least twenty (20) days in advance, with a statement of time and place and information as to the subject or subjects to be considered.

Section 3. **QUORUM** – Twenty-five percent (25%) of the total active members shall constitute a quorum, and if there is less than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present.

Section 4. The order of business at meetings shall be as follows:

- 1) Call to order;

- 2) Reading of minutes of previous meeting;
- 3) Receiving communications;
- 4) Reports of officers;
- 5) Reports of committees
 - a. Standing
 - b. Special
- 6) Unfinished business;
- 7) New business;
- 8) Election of directors;
- 9) Adjournment.

Section 5. The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules, as set forth in "Robert's Rules of Order", shall govern all deliberations, when not in conflict with these By-Laws.

ARTICLE VIII – Resignation, Suspension and Expulsion

Section 1. Resignation. Any member may resign from the Institute by a written resignation submitted to the Executive Director which resignation shall become effective on the date named in such resignation provided said date is not less than thirty (30) days after receipt of such resignation by the Executive Director, in which case the resignation shall become effective thirty (30) days after the date of receipt. Each member shall be liable for the payment of the full amount of all annual dues which are due and payable before the effective date of his/her or its resignation.

Section 2. Suspension and Expulsion

1. Any membership in the Institute may be suspended or terminated for good cause. Sufficient cause for suspension or termination of membership may be a violation of these bylaws or any lawful rule of practice adopted by the Institute; or any other conduct prejudicial to the interests of the Institute, including but not limited to civil or criminal offenses involving moral turpitude, or violations of civil or criminal laws or regulations related to the manufacture or installation of lightning protection products. Suspension or expulsion shall be by three quarters (3/4) vote of the entire membership of the Board of Directors; provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the member at least thirty (30) days before the final action is taken thereon.

This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel, present a written response, present witnesses and present any defense to such charges before action is taken thereon.

2. Members who are serving their initial probationary period may, in addition, be suspended or expelled under the following circumstances:
 - (A) If, upon inspection as provided in Section 4.1 of these By-Laws, any of the systems submitted by the probationary member are found to contain unsafe components, installation methods or design, then the member shall be so notified in writing by the Executive Director and shall, within ten (10) days of such notification, submit a list of five (5) additional systems containing the information required by Section 4.1 of these By-Laws.
 - (B) If, upon inspection, any of the additional systems are found to contain unsafe components, installation methods or design, then a written notification setting forth the findings of the inspections shall be sent to the probationary member by certified or registered mail. The matter shall be brought before the next meeting of the Board of Directors occurring not less than thirty (30) days from the date of such notification at which time the members shall have the opportunity to appear in person and/or to be represented by counsel to present

any defense or explanation. Suspension or expulsion shall be by majority vote of the entire membership of the Board of Directors.

(C) For the purposes of this Section, safety of any component, installation method or design shall be measured pursuant to recognized and established industry standards.

3. A member who is suspended or expelled may appeal his/her or its suspension or expulsion to the entire membership of the Institute at the next member meeting by sending written notification of such appeal to the Executive Director who shall place the matter on the agenda for said meeting. A majority vote of those members in attendance at such meeting shall be required to reverse the decision of the Board of Directors.

ARTICLE IX – Board of Directors

Section 1. The government, management and control of the Institute and its affairs shall be vested in the Board of Directors, which shall be composed of Class I, II, III, and IV members. Each Director will have one (1) designated alternate.

CLASS I members whose dues structure are \$6,000 or more annually shall be represented by one (1) Director or his/her designated alternate. Class I members shall also elect from one of their number one (1) member and designated alternate whose dues structure is under \$6,000 for a three-year term.

CLASS II and Class III members shall elect from one (1) of their numbers one (1) Director or his/her designated alternate for every twenty (20) Class II members.

CLASS IV members shall elect from their number one (1) Director as well as one (1) designated alternate.

Directors other than Class I members shall be elected for a three-year term of office at the Annual Meeting of the Members of the Institute. Each Director shall hold office for the term for which s/he is elected and until his/her successor shall have been elected and qualified. Directors may succeed themselves. No action increasing or decreasing the number of Directors shall have the effect of removing any Director prior to the expiration of his/her term of office. Directors shall be individual members of the Institute, or in the case of a corporate-member, an officer or employee of the corporate-member; or in the case of a partnership-member, a member of the partnership. No more than one (1) officer or employee of a member-corporation and no more than one (1) member of a partnership shall be a Director.

Section 2. All voting for Directors shall be by printed and signed ballots which may be cast in person by members, or a duly authorized representative, present at the time of the Annual Member Meeting, or by Member's duly authorized proxies, or by mail.

Section 3. The Executive Director shall appoint, at least ninety (90) days before the Annual Member Meeting, a nominating committee of not less than three (3) members, which shall nominate candidates for the Board of Directors representing Classes II, III and IV. The report of the nominating committee shall be mailed to the membership by the Secretary or his/her designee not less than forty-five (45) days prior to the date of the Annual Member Meeting.

Section 4. Additional nominations for Directors may be made from the floor of membership meetings if made in accordance with membership meeting rules.

Section 5. The Secretary or designee shall send to the entire membership, not less than twenty (20) days before the Annual Member Meeting, a complete list of all nominees, together with the principal facts, their connections, classification and activities and a statement as to whether their nomination was made by the Committee or by petition.

Such notice shall be accompanied by a printed official ballot bearing the names of the nominees, and the number to be elected shall be indicated.

- Section 6.** All ballots cast by mail, in person, or by proxy, must, to be counted, be deposited with the Secretary or his/her designee not less than one (1) hour before the time set for the Annual Member Meeting, or such earlier hour as the Board of Directors may direct.
- Section 7.** The Executive Director shall appoint not less than three (3) members, or duly authorized representatives of members, of the Institute, to serve as judges of the election. Such judges shall, at the Annual Member Meeting, count the ballots and certify to the Secretary the election of the Directors.
- Section 8.** The Board of Directors is authorized to conduct the business of the Lightning Protection Institute, and therein within the limits of the By-Laws, shall actively prosecute its purposes and shall have discretion in the disbursement of funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary. It may prepare rules for the orderly conduct and procedure of annual and special meetings of the Institute, which rules shall not conflict with the provisions of these By-Laws.
- Section 9.** The Board of Directors shall meet upon the call of the Executive Director or the call of any two (2) Directors. Ten (10) days written notice shall be given of all meetings of the Board
- Section 10.** Fifty-one percent (51%) of the members of the Board of Directors shall constitute a quorum.
- Section 11.** In case of any vacancy in the Board of Directors for any reason, the remaining Directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired term of the Director whose place shall be vacant. The successor shall be the same class of the membership as the Director he is replacing.
- Section 12.** ABSENCE – Any member of the Board of Directors may designate an alternate from his company, provided, however, that such alternate cannot vote or be counted toward a quorum, unless he or she is the assigned designated alternate. If a Director is absent from three (3) consecutive meetings for reasons which the Board has failed to declare to be sufficient, his resignation shall be deemed to have been tendered and accepted.
- Section 13.** COMPENSATION – Directors as such shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Institute. Nothing herein shall preclude a Director from serving the Institute in any other capacity and receiving compensation for such services.
- Section 14.** RESIGNATION OR REMOVAL – Any Director may resign at any time by giving written notice to the Executive Director, the Secretary or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of receipt thereof by the Executive Director, Secretary or Board of Directors. Any Director may be removed by a majority vote of the Directors at any regular or special meeting at which a quorum is present.
- Section 15.** The Executive Director or one (1) member of the Executive Committee shall preside over all meetings of the Board of Directors. In their absence, the Secretary shall preside.
- Section 16.** Except as otherwise provided in the Articles of Incorporation, these By-Laws or by law, all matters shall be decided by a majority vote of those Directors present and voting at any meeting. Directors may not vote by proxy. However, Directors may act without a meeting if all Directors entitled to vote consent in writing to the action taken.

ARTICLE X – Professional Division

- Section 1.** The Professional Division shall be governed by a Steering Committee of five (5) members who shall be the General Chairman, two (2) Vice Chairmen, and two (2) Committee Chairmen.
- Section 2.** The General Chairman shall be appointed for a term of three (3) years, subject to annual reconfirmation by the Board of Directors and shall be eligible for re-appointment.
- Section 3.** Vice Chairmen and Committee Chairmen shall be appointed by the General Chairman.
- Section 4.** The nature and scope of the activities of the Professional Division, including meetings, shall be defined by the Steering Committee and submitted to the Board of Directors for approval.
- Section 5.** Professional Division member dues shall be maintained as a separate budget item and shall be allocated so as to sustain the Division as a self-sufficient entity.

ARTICLE XI – Officers

- Section 1.** The officers of the Institute shall be an Executive Director, a Secretary and a Treasurer. The Executive Director shall be appointed by the Board of Directors or its assigned Executive Committee consisting of Class I, II and III members appointed by the Board of Directors, whose function is to assist the Executive Director in his or her decision making relative to the management of the Institute. The Secretary and Treasurer shall be elected annually by the Directors, and each shall hold office for a term of one (1) year, and until his or her successor has been elected and qualified. Officers may succeed themselves. All elected officers of the Institute shall be Directors.
- Section 2.** The Board of Directors shall appoint and employ an Executive Director who will establish offices at such a place as shall be determined by the Board of Directors. The Executive Director, with the approval of the officers of the Institute, will employ sufficient personnel to conduct the affairs and programs of the Institute if he or she is an independent contractor. Any person employed directly by the Institute must have approval of the Board of Directors or its Executive Committee.
- Section 3.** Between meetings of the Board of Directors, the management of the Institute shall be vested in its Executive Committee which shall not have the authority of the Board of Directors in references to (1) amending, altering, or repealing the By-Laws; (2) electing, appointing or removing any member of any such committee or any director or officer of the Institute; (3) amending the Articles of Incorporation; (4) adopting a plan of merger or adopting a plan of consolidation with another entity; (5) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property assets of the Institute; (6) authorizing the voluntary dissolution of the Institute or revoking proceedings therefore; (7) adopting a plan for the distribution of the assets of the Institute; or (8) amending, altering or repealing any resolution of the Board of Directors which, by its terms, provides that it shall not be amended, altered or repealed by such committee. The Executive Committee shall consist of Class I, II and III members appointed by the Board of Directors and shall meet as required from time to time. The designation and appointment of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.
- Section 4.** The Executive Committee shall, from time to time and at least quarterly, render a report of its activities to the Board of Directors.
- Section 5.** Vacancies in any office may be filled for the balance of the term by the Directors at any regular or special meeting.

ARTICLE XII – Duties of Officers

Section 1. The Executive Director shall assist the executive officers of this Institute and of the Board of Directors, and shall perform the duties incident to such office. He may appoint committees to assist the Board in the implementation of their duties for the benefit of the members. The Executive Director, with the approval of the Executive Committee, may appoint as advisor to the Board any individual connected in any way with the industry to serve on special committees for the advancement of the Lightning Protection Institute, the industry as a whole, the products produced or the market therefore, as their special talents may indicate.

Section 2. The Secretary or his/her designated agent shall keep the minutes of all meetings and shall record the names and addresses of all members of the Institute, give notice of meetings and perform such other duties as may be assigned to him or her by the Board of Directors; s/he shall have charge of all corporate books, records and papers, shall be custodian of the corporate seal and shall perform all such other duties as are incident to this office.

Section 3. The Treasurer shall monitor the financial affairs of the Institute and shall report to the Board of Directors on the financial condition of the Institute from time to time.

Section 4. The duties of each Director shall be to assist in developing and carrying out the policies and programs of the Institute; to contribute of his knowledge and experience at all meetings; to serve on committees when appointed; to attend all meetings, except for reasons of emergency and perform all other duties usually incident to his office.

ARTICLE XIII – Mail Vote

Section 1. Whenever, in the judgment of the Board of Directors, any questions shall arise which it believes should be put to a vote of the active membership and when it deems it inexpedient to call a special meeting for such a purpose, the Directors may, unless otherwise required by these By-Laws, submit such a matter to the membership in writing by mail for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail within fifteen (15) days after such submission to the membership, provided that in each case votes of at least twenty-five percent (25%) of the members shall be received. Any and all action taken in pursuance of a majority mail vote in each such case shall be binding upon the Institute in the same manner as would action taken at a duly called meeting.

ARTICLE XIV – Fiscal Year

The fiscal year shall commence on the 1st day of January and shall end on the 31st day of December.

ARTICLE XV – Seal

The Institute shall have a seal of such design as the Board of Directors may adopt.

ARTICLE XVI – Indemnification

The Institute may, by resolution of the Board of Directors, provide for indemnification by the Institute of any and all of its Directors or officers or former Directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or officers of the Institute, except in relation to matters as to which such Director or officer or former Director or officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE XVII – Dissolution

The Institute shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure or be distributed to the members of the Institute. On dissolution of the Institute, any funds remaining

shall be distributed to one (1) or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XVIII – Amendments

Upon proposal by the Board of Directors or any three (3) members, these By-Laws may be amended, repealed or altered, in whole or in part, **(A)** by a majority vote at any membership meeting of the Institute; provided, that a copy of any amendment proposed for consideration shall be mailed to the last recorded address of each member at least ten (10) days prior to the date of the meeting; or **(B)** by approval of the members through mail vote in accordance with the provisions of Article XIII.