



PETROLEUM EQUIPMENT INSTITUTE

CONSTITUTION & BYLAWS

Updated October 2022

ARTICLE I

Name and Location

1. **Name.** The name of this Association shall be Petroleum Equipment Institute (PEI).
2. **Principal Place of Business.** The principal office of the Institute shall be located in Tulsa, Oklahoma, or in such other location as the Board of Directors may select.

ARTICLE II

Purposes

1. **Purposes.** The objectives and purposes of the Institute shall be to promote the mutual business interest of companies and individuals that manufacture, sell, distribute, install or maintain equipment that stores, transports, meters or dispenses energy products, other industrial liquids or other specified forms of energy.

ARTICLE III

Membership

1. **Company.** Membership in the Institute shall be available to any corporation, partnership, or individual proprietorship meeting the qualifications in this Constitution and the Bylaws, which is engaged in the manufacture, sales, distribution, installation, or maintenance of equipment used in the following industrial activities and installations: Petroleum bulk plants, pipeline terminals, fuel transport, fuel oil delivery, vehicle maintenance facilities, liquid processing and storage, airport refueling, liquid fertilizer operations, marine refueling, vehicle re-fueling facilities, industrial lubrication, agricultural refueling, and similar operations which involve the storage, transport, measurement, or dispensing of energy products or other industrial liquids.
2. **Individual.** Membership in the Institute shall also be available to any individual employed by a company that owns and/or operates a facility that stores, transports, meters, or dispenses energy products or other industrial liquids. Membership in this category is intended for individuals such as

oil company operations and engineering executives with responsibility for equipment specified and used in the following industrial activities and installations: Petroleum bulk plants, pipeline terminals, fuel transport, fuel oil delivery, vehicle maintenance facilities, commercial fleet fueling, liquid processing and storage, airport refueling, liquid fertilizer operations, marine refueling, vehicle refueling facilities, convenience stores, grocery store chains, hypermarkets, industrial lubrication, agricultural refueling, and similar operations which involve the storage, transport, measurement, or dispensing of energy products or other industrial liquids. Individuals employed by PEI Distributor, Manufacturer, Service and Construction or Affiliate Division member companies are not eligible for individual membership. Individuals employed by companies eligible for PEI Distributor, Manufacturer, Service and Construction or Affiliate Division membership are not eligible for individual membership.

3. **General Membership Requirements.** Membership in the Institute shall be by company or individual. A firm applying for membership must be a corporation, partnership, or duly constituted individual proprietorship. It must have also been engaged in business for at least one year in the activity described for the particular Division to which it is seeking admission.
4. **Divisions.** There shall be five membership divisions: Distributor Division, Manufacturer Division, Service and Construction Division, Affiliate Division and Operations and Engineering Division. An applicant for membership shall be assigned to the division which most nearly represents the preponderant function of the applicant's business. Detailed qualifications for membership in each division shall be set forth in the Bylaws. Generally, however, the membership requirements for each division shall be as follows:
 - a. **Distributor Division.** Firms which are primarily engaged in selling a representative line of energy equipment from their own warehouse stocks.



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- b. **Manufacturer Division.** Firms which are primarily engaged in manufacturing operations.
 - c. **Service and Construction Division.** Firms which are engaged in providing service, maintenance and/or construction services.
 - d. **Affiliate Division.** Firms which have a business interest in the industries supported by the Institute, but which do not otherwise qualify for membership in any of the foregoing divisions.
 - e. **Operations and Engineering Division.** Individuals who are employed by a company that owns and/or operates a facility that stores, transports, meters, or dispenses energy products or other industrial liquids.
5. **Dual Membership.** Two or more firms sharing common ownership, or two or more divisions of the same firm, may be admitted to more than one membership division under policies adopted by the Board of Directors.
 6. **Transfer of Membership to Another Division.** Any member firm which, as a result of basic changes in the nature of its operations, desires to transfer its membership to a division other than the one to which it was originally admitted, may apply to the Institute for permission to do so. Permission shall be granted in circumstances described in policies adopted by the Board of Directors.
 7. **Honorary Members.** By unanimous vote, the Board of Directors may confer Honorary Membership in the Institute upon individuals who, in the opinion of the Board, are deserving of such distinction.
 8. **Conditions of Membership.** Members of the Institute, as a condition of membership, shall subscribe to the purposes of the Institute as set forth in Article II, and shall agree to conform to the provisions of this Constitution and the Bylaws of the Institute.

ARTICLE IV

Revocation of Membership

1. **Cause for Revocation.** The Membership of any member shall be revoked for nonpayment of dues, for failure to comply with the provisions of this Constitution and the Institute's Bylaws, or for other conduct which, in the opinion of the Board, is inimical to the best interests and purposes of the Institute which may diminish its good name or goodwill.

2. **Procedure.** Except for nonpayment of dues, a membership may be revoked only by action of the Board of Directors at a regular meeting, and at which at least ten Directors vote in favor of revocation.

ARTICLE V

Official Representatives

1. **Designation.** Each member firm in the Distributor, Manufacturer, Service and Construction and Affiliate Divisions shall appoint an Official Representative (key contact) who shall be the membership representative of that firm for all association purposes. An alternate may also be appointed.
2. **Participation.** Only the Official Representative, or a duly appointed alternate, may vote in Institute elections, or hold office. Individual members may not vote in Institute elections or hold office.

ARTICLE VI

Officers

1. **Names of Officers.** The officers of the Institute shall be the Chair, Vice Chair, President, and Vice President of Finance.
2. **Nomination and Election of Chair and Vice Chair.** The Board shall nominate at least one person for the office of Chair and at least one person for the office of Vice Chair, said nominees to be selected from the ranks of Official Representatives of firms which are Distributor or Service and Construction members. These nominees shall be officially offered to the Official Representatives for election. If the election is held in person, additional nominations may be made from the floor at the time of election.
3. **Appointment of Vice President of Finance and President.** The Vice President of Finance and President, who shall also serve as Secretary of the Institute, shall be appointed by the Board of Directors.
4. **Tenure.** The Chair and Vice Chair shall serve one-year terms and shall assume office on January 1 following their election at the annual convention of the Institute. The Chair and Vice Chair shall be eligible for reelection. The President shall serve until replaced. The term of office for the Vice President of Finance shall be limited to a maximum of three consecutive years.
5. **Qualifications.** The Chair and Vice Chair shall be nominated and elected from among the ranks of



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Official Representatives of firms which are Distributor or Service and Construction members of the Institute. The Vice President of Finance shall be appointed from the ranks of Official Representatives of firms which are Distributor or Service and Construction members of the Institute. The President shall be appointed by the Board on the basis of his/her ability in the field of association management.

ARTICLE VII

Board of Directors

1. **Governing Body.** The Board of Directors shall be the governing body of the Institute. It shall prescribe Institute policy, approve the annual budget, select the President and establish his/her salary, and otherwise generally oversee the conduct of Institute affairs.
2. **Composition.** The Board of Directors shall be composed of not more than 17 members. Regular directors shall be elected from among the ranks of Official Representatives of firms which are Distributor, Manufacturer, Service and Construction and Affiliate member firms in a ratio to be set forth in the Bylaws. In addition, the Chair, Vice Chair, and Immediate Past Chair shall be voting members of the Board. Although President and Vice President of Finance may attend Board meetings, they shall not be entitled to vote unless they are otherwise duly elected members of the Board of Directors.
3. **Qualifications.** Only Official Representatives, or duly appointed alternates, of member companies shall be eligible for election to the Board.
4. **Distributor and Service and Construction Members of the Board.** Distributor and Service and Construction members of the Board shall be elected from geographical districts defined in the Bylaws. The Official Representatives of Distributor and Service and Construction member firms within each district shall elect from among their own ranks a member of the Board.
5. **Manufacturer Members of the Board.** Manufacturer members of the Board shall be elected from product group sections, referred to as "districts," as described in the Bylaws. The Official Representatives of Manufacturer member firms within each district shall elect from among their own ranks a member of the Board.
6. **Affiliate Members of the Board.** Affiliate members of the Board shall be elected from the Affiliate Division as described in the Bylaws. The Official Representatives of Affiliate member firms within the division shall elect from among their own ranks a member of the Board.
7. **Tenure.** Directors shall be elected for a term of two years and, having served a full two-year term, shall not be eligible for reelection to immediately succeed themselves. Half or approximately half, of all Directors shall be elected each year. In those years in which an election is scheduled within a district or division, the election shall be conducted in accordance with the procedure set forth in the Bylaws.
8. **Titles of Directors and Individual Responsibilities.** The primary function of each Director shall be to serve as a member of the Institute's Board of Directors and to thereby exercise the normal functions of a Director. In addition, Directors shall coordinate Institute activities within their respective districts or divisions. To properly reflect the nature of this function, each elected Director shall be designated either "District Director" or "Division Director," whichever is appropriate.
9. **Co-Directors.** Each elected Director shall appoint from among the ranks of Official Representatives of his district or division a Co-Director, to serve as his/her alternate at Board meetings, without vote, to complete his/her unexpired term with voting privileges in the event that a vacancy occurs, and to assist in the handling of Institute activities within the district or division. Should both the elected Director and his appointed Co-Director be unable to attend a particular Board meeting, the Director may designate the Official Representative of another firm within his district or division to attend the meeting as a representative for the district or division. Under such circumstances, the representative so designated may participate in Board deliberations but shall not vote.
10. **Vacancies.** A vacancy shall be deemed to have occurred on the Board of Directors when an elected Director dies while in office, severs his connection with the member company with which he was affiliated at the time of election, is in office when his company membership in the Institute lapses, resigns, or is elected or appointed to an officer's position in the Institute. When a vacancy occurs, the Co-Director of the constituency, affected shall thereupon become Director and shall immediately succeed to the duties of Director for the completion of the unexpired



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term. The Co-Director, upon assuming the position of Director under these circumstances, shall appoint a Co-Director in the manner prescribed in Section 9 of this Article.

11. **Interim Decisions.** The Chair may instruct the President to submit resolutions to the members of the Board for consideration when in the opinion of the Chair an issue has presented itself which cannot properly be deferred until a regular Board meeting. Resolutions may be submitted electronically, by fax or by mail.
12. **Meetings.** The Board of Directors shall meet at least once each year. It may meet more often by mutual consent of the Directors or upon special call by the Chair. Except for those Board meetings held in conjunction with the annual convention, the Executive Committee shall designate the time and location of Board meetings.

ARTICLE VIII

Executive Committee

1. **Composition.** The Executive Committee shall be composed of the Chair, Vice Chair, Immediate Past Chair, and two additional members to be elected by the Board from among the elected members of the Board, five persons in all.
2. **Tenure.** A new Executive Committee shall be formed immediately upon election of the Chair.
3. **Duties.** The Executive Committee shall act in between meetings of the Board.
4. **Chairman.** The Chair shall serve as Chairman of the Executive Committee.

ARTICLE IX

Strategic Long Range Planning Committee

1. **Composition.** The Strategic Long Range Planning Committee shall be composed of the Chair, Vice Chair, Vice President of Finance, and the three Immediate Past Chairs, six persons in all.
2. **Tenure.** A new Strategic Long Range Planning Committee shall be formed on January 1 of each year.
3. **Duties.** The Strategic Long Range Planning Committee shall act as an advisory body to the Board of Directors. It shall develop and recommend long-range objectives and plans for their implementation which will enable the Institute to serve its members effectively.

4. **Chairman.** The Immediate Past Chair shall serve as Chairman of the Strategic Long Range Planning Committee.

ARTICLE X

Duties of Officers

1. **Chair.** The Chair shall be the chief elected officer of the Institute. He shall have the responsibility of representing, to the best of his ability and in line with his understanding of the consensus of the Board the official viewpoint of the Institute in public pronouncements. He shall appoint general and special committees, preside at board meetings, and shall exercise all other duties which normally devolve upon the office of Chair.
2. **Vice Chair.** In the absence or disability of the Chair, the Vice Chair shall perform the duties of Chair. In the absence or disability of the Vice Chair, the Executive Committee shall recommend, and the Board of Directors shall approve, the appointment of an acting Vice Chair from the ranks of Official Representatives from the Distributor or Service and Construction Division. Such person shall carry out the duties of Vice Chair, without vote, until such time as a Vice Chair is elected in a manner consistent with the Constitution and Bylaws. In the absence or disability of both such officials, the Board of Directors shall select from its own number an acting Chair.
3. **President.** The President shall be responsible to the Board of Directors for the day-to-day management of Institute affairs, in accordance with policy laid down by the Board, and shall:
 - a. Employ and supervise members of the Institute's staff;
 - b. Prepare Institute programs and projects for approval by the Board and carry forward the execution of such programs and projects after approval;
 - c. Conduct the financial operations of the Institute, including the preparation of the annual budget, in cooperation with the Vice President of Finance;
 - d. Cause to be kept minutes of Institute meetings, and maintain all records and correspondence;
 - e. Collect and disseminate information pertaining to the energy equipment industry and supervise the publication of an official newsletter or magazine for the Institute;



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- f. Prepare all notices required by law or by this Constitution and Bylaws;
 - g. Serve as Secretary of the Institute;
 - h. Perform all other functions set forth in this Constitution and Bylaws, and those which normally devolve upon the full-time manager of a trade association.
4. **Vice President of Finance.** It shall be the duty of the Vice President of Finance to supervise the financial affairs of the Institute in the manner set out in detail in Article XI. The Vice President of Finance shall report the financial position of the Institute to the membership at least once each year and at such other times as may be requested by the Board.

ARTICLE XI Financial Operations

1. **Depositories.** The Board shall designate official depositories for the Institute funds. All monies due the Institute shall be received by the President, duly endorsed, and forwarded for deposit in the official depositories.
2. **Disbursements.** General disbursements shall be made on the signature of persons authorized by the Board of Directors.
3. **Records.** The President shall maintain complete financial records of the Institute.
4. **Audits.** At least once each fiscal year, the Vice President of Finance shall cause an audit of the Institute's books and accounts to be made by a firm of Certified Public Accountants, the expense of such audit to be borne by the Institute. The right of the Board of Directors to cause an audit to be made at any time is hereby reserved.
5. **Reserve Fund.** In addition to its general operating accounts, the Institute shall maintain a Reserve Fund, the purpose of which is to provide funds for continuity of operations in the event of financial emergency. Withdrawals from the Reserve Fund may be made only upon resolution of the Board.

ARTICLE XII Dues

1. **Amount.** The amount of dues for all members shall be determined by the Board of Directors.

ARTICLE XIII Meetings

1. **Annual Convention.** A convention of the Institute shall be held each year.
2. **Special Meetings.** Special meetings of the Institute membership shall be called whenever a written request therefor signed by the Official Representatives of at least 150 member companies shall be filed with the President or upon resolution of the Board of Directors. No special meeting shall be called, however, until at least fifteen days notice shall have been given to all members, such notice containing information on the subjects to be considered.
3. **Regional Meetings and Institutes.** At the discretion of the Board, regional meetings, conferences, and other meetings may be held from time to time.
4. **Notices.** Notice of annual conventions and special meetings shall be given to members by the President at least fifteen days in advance.

ARTICLE XIV Nominations and Elections

1. **Election Commission.** The three Immediate Past Chairs of the Institute shall comprise an Election Commission which shall supervise and conduct elections of Board Members. Should one or more of the three Immediate Past Chairs be unavailable for service on the Commission, for whatever reason, the vacancy or vacancies shall be filled by the most recent Past Chair available for service, in declining order of service. The Commission member whose service as Chair of the Institute occurred at the earliest date shall act as Chairman of the Commission.
2. **Nominating and Election Procedure.** Members of the Board of Directors shall be elected in accordance with the procedure set forth in the Institute's Bylaws.
3. **Reapportionment.** It shall be the duty of the Commission to examine the relative number of members in each district. If the study reveals that because of changes in membership within a Division the District which has the largest number of members has more than twice as many members as the District with the smallest number of members, the Commission may prepare a reapportionment plan for all districts within the Division and submit it to the Board of Directors, the purpose of said plan being to restore relative



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equality of numbers to the districts within the Division.

ARTICLE XV Committees

1. **Appointment.** There shall be no standing committees other than those provided for in the Constitution and Bylaws. The Chair shall appoint an individual member or members to serve on committees or task forces to carry out specific assignments, and upon completion thereof, the committee or task force shall be dissolved.
2. **Eligibility.** Any full-time employee of any member company, regardless of membership division, shall be eligible for service on appointed committees. Others affiliated with the industry, who are not members of the association may also be eligible for service on appointed committees upon invitation and approval by both the Chair and the committee chairman.

ARTICLE XVI Procedure

1. **Quorum.** At an annual convention or special meeting of the Institute or for a vote by written ballot, a quorum shall consist of a combined total of fifteen percent or more of the Official Representatives of all member divisions and at least four Directors and/or Elected Officers, but a lesser number may adjourn to a later date. Eight duly elected members of the Board of Directors shall constitute a quorum for the transaction of business at any Board Meeting, but a lesser number may adjourn to a later date.
2. **Order of Business.** The order of business at meetings of the Institute shall be determined by the Chair and President, but may be changed by a majority vote at any time during the progress of the session.
3. **Rules of Order.** The proceedings of this Institute shall be conducted in accordance with parliamentary usages, and parliamentary questions shall be resolved by reference to Robert's Rules of Order, unless otherwise provided by this Constitution or the Bylaws.

ARTICLE XVII Salaries and Expenses

1. **Restrictions.** Except for the President and regularly employed members of his staff, no

member of the Institute shall receive a salary. Reimbursement of travel expenses approved by the Vice President of Finance, or for his expenses, by the Chair as authorized by Board Policy for an officer attending a meeting on behalf of the Institute or conducting business on behalf of the Institute, other than a regularly scheduled Board meeting or convention, is authorized by this Constitution. In addition, reimbursement is authorized for travel expenses for members of the Strategic Long Range Planning Committee when such expenses are incurred as a result of attending a Strategic Long Range Planning Committee meeting not held in conjunction with a regular board meeting or convention of the Institute.

ARTICLE XVIII Amendments

1. **Requirements.** This Constitution may be amended by a majority affirmative vote of the Official Representatives of the Institute who have voted, if a quorum has voted.
2. **Notice.** Before any amendment shall be voted upon, a copy of such proposed amendment shall be distributed to each member thirty days in advance.
3. **Amendment of Bylaws.** The procedure for amending the Bylaws shall be as follows:
 - a. Any proposed amendments shall be distributed at least thirty days prior to a meeting of the Board of Directors at which the amendments are to be considered.
 - b. The Board of Directors may, after distribution of the proposed amendments as stipulated in the foregoing paragraph, amend the Bylaws, provided that at least 12 Directors, present and voting, vote in favor of the amendment.
 - c. Notice of the amendments shall also be distributed within 45 days after its adoption.
 - d. The General Membership may also amend the Bylaws in the same manner as set forth in this Article for amendment of the Constitution.

BYLAWS

ARTICLE I

Membership Requirements

1. **Distributor Division.** To be eligible for membership in the Distributor Division, an applicant firm must be principally engaged in the business of selling from its own warehouse stocks



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equipment to the markets as described in Article III, Section 1 of the Constitution, and must also provide satisfactory evidence, on request, that it is not currently operating for the primary and specific purpose of purchasing equipment for its own use or the use of a company with which it shares common ownership.

2. **Manufacturer Division.** To be eligible for membership in the Manufacturer Division, an applicant firm must be principally engaged in the business of manufacturing equipment for the markets described in Article III, Section 1 of the Constitution.
3. **Service and Construction Division.** Membership in the Service and Construction Division shall be available to firms which provide service, maintenance or construction services to their customers.
4. **Affiliate Division.** Membership in the Affiliate Division shall be available to firms which have a business interest in the energy equipment industry, but which are not otherwise eligible for membership in the foregoing divisions.
5. **Operations and Engineering Division.** To be eligible for membership in the Operations and Engineering Division, the applicant must be employed by a company that owns and/or operates a facility that stores, transports, meters, or dispenses energy products or other industrial liquids. Membership in this category is intended for individuals as described in Article III, Section 2 of the Constitution. Individuals employed by PEI Distributor, Manufacturer, Service and Construction or Affiliate Division member companies are not eligible for individual membership. Individuals employed by companies eligible for PEI Distributor, Manufacturer, Service and Construction or Affiliate Division membership are not eligible for individual membership.

ARTICLE II

Admission Procedure

Distributor, Manufacturer, Service and Construction and Affiliate Divisions

1. **Official Application Form.** Any firm desiring admission to any Division of the Institute must submit an application on an official form provided by the Institute. Each application for membership shall be accompanied by a deposit equal to the applicant's dues for the first year of membership in the association. Upon acceptance into member-

ship, such deposit shall be credited as payment of the applicant's dues. In the event that the application is not accepted by the Board of Directors, then such deposit shall be promptly refunded to the applicant.

2. **Verification.** In submitting an application, the applicant authorizes the Institute to verify all information shown in the application through inquiry to companies listed as suppliers, distributors, etc.

Admission Procedure

Operations and Engineering Division

1. **Official Application Form.** An individual desiring admission to the Operations and Engineering Division of the Institute must submit an application on an official form provided by the Institute.
2. **Verification.** In submitting an application, the applicant authorizes the Institute to verify all information shown in the application.
3. **Acceptance.** The President shall notify the applicant individual of admission to membership.

ARTICLE III

Membership on the Board of Directors

1. **Composition.** The Board of Directors shall be composed of nine elected Directors representing the Distributor and the Service and Construction Divisions, four elected Directors representing the Manufacturer Division, and one elected Director representing the Affiliate Division, plus the Chair, Vice Chair and Immediate Past Chair, 17 members in all.
2. **Distributor Division and Service and Construction Division Districts.** There shall be one elected Director representing the Distributor and Service and Construction Divisions from each of nine Districts, as follows:
 - District 1 - Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Rhode Island, Vermont, England, Finland, Iceland, Ireland, Latvia, New Brunswick, Norway, Nova Scotia, Quebec and Sweden.
 - District 2 - Delaware, Maryland, Pennsylvania, Virginia, West Virginia, Belgium, Cyprus, Denmark, Germany, Greece, Hungary, Malta, Poland, Portugal and Spain.



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District 3 - Florida, Georgia, North Carolina, South Carolina, Barbados, Dominican Republic, Haiti and Puerto Rico.

District 4 - Indiana, Kentucky, Michigan, Ohio, Egypt, Israel, Kenya, Oman, Ontario, Qatar, Republic of South Africa, Saudi Arabia, Sudan, Turkey and United Arab Emirates.

District 5 - Alabama, Arkansas, Louisiana, Mississippi, Tennessee, Argentina, Chile, Colombia, Costa Rica, El Salvador, Guatemala, Panama, Paraguay, Peru, Uruguay and Venezuela.

District 6 - Iowa, Illinois, Missouri and Wisconsin.

District 7 - Colorado, Minnesota, Nebraska, Montana, North Dakota, South Dakota, Wyoming, Australia, Bangladesh, Guam, Hong Kong, Indonesia, Japan, Korea, Malaysia, New Zealand, Philippines, Republic of China, Singapore, Sri Lanka and Thailand.

District 8 - Kansas, New Mexico, Oklahoma, Texas and Mexico.

District 9 - Alaska, Arizona, California, Hawaii, Idaho, Nevada, Oregon, Utah, Washington, Alberta, British Columbia, Manitoba and Saskatchewan.

3. **Distributor and Service and Construction Members From Areas Outside Defined Districts.** Applicant firms located in countries, territories or provinces not included in the foregoing description of district boundaries shall be assigned, for voting purposes, to the districts which shall appear to be most nearly contiguous.
4. **Location of Headquarters Office Determines District.** It may occur that a firm which is a member of the Distributor or Service and Construction Division shall have one or more branch located in a district other than the district in which the firm's headquarters office is located. In such a case, the firm shall be deemed to be a constituent of, and only of, the district in which the headquarters office is located.
5. **Manufacturer Division Districts.** There shall be one elected Director representing the Manufacturer Division from each of four product groups, which for purposes of nominating and electing Directors, shall be referred to as "Districts." Each Manufacturer Member shall be assigned to a District as determined by the firm's dominant product line, said Districts to be as follows:

District 10 - Pumps, meters, controls, vapor recovery equipment and filters.

District 11 - Automotive lifts, lubrication equipment, air compressors, tanks, tire inflators, hose reels, car washes and miscellaneous equipment.

District 12 - Nozzles, valves, fittings, tank coatings, gauges and secondary containment systems.

District 13 - Hose, canopies and miscellaneous energy equipment.

6. **Reapportionment of Manufacturer Member Districts.** Product group "Districts" for Manufacturer Members shall be redefined from time to time, as stipulated in Article XIV, Section 3 of the Constitution. The objective in such a case shall be twofold:
 - a. To maintain, insofar as is practicable, approximately the same number of Manufacturer Members in each District.
 - b. To assign to individual Districts those Manufacturer Members who, because of the similarity of products, distribution methods, and customers, shall likely be acquainted, one with another, and thus capable of making a knowledgeable selection of a Director to represent their District.
7. **Assignment of Manufacturer Members to Districts.** No Manufacturer Member shall be assigned to more than one District. In most cases, the District to which a particular applicant for Manufacturer membership should be assigned will be obvious. With respect to an applicant who produces multiple product lines, however, a question may arise as to the proper District to which the applicant should be assigned. In such instances, the President shall assign the newly admitted Manufacturer Member to the District which, in his opinion, is the proper constituency. Should the Official Representative of such a Member be dissatisfied with the assignment, he may appeal the decision to the Board of Directors and request reassignment to another district. The Board's decision shall be final.
8. **Affiliate Division Representation.** There shall be one elected Director representing the Affiliate Division who will serve a two-year term. The Director shall be designated "Division Director."

ARTICLE IV

Nominations and Elections

1. **Frequency of Elections.** In odd-numbered years, a Director shall be elected from each of the odd-



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numbered districts (1, 3, 5, 7, 9, 11, and 13), and in even-numbered years, a Director shall be elected from each of the even-numbered districts (2, 4, 6, 8, 10, and 12). The Director from the Affiliate Division shall be elected in alternate years.

2. **Election Procedure.** In years in which an election is scheduled to be held in a district or division, the President shall send to each Official Representative in the districts or division affected an "election ballot," accompanied by instructions. Elections shall be conducted pursuant to procedures approved by the Board of Directors.
3. **Election Period.** In years in which an election is scheduled for a particular district or division, ballots shall be sent to Official Representatives within the district or division on or about July 15, and winners shall be finally certified not later than September 15. The winners shall be formally introduced to the membership and installed in office at the next following annual convention.
4. **Election Results.** The Election Commission shall not reveal the number of points or votes received for any individual.

ARTICLE V

Revocation of Membership for Nonpayment of Dues

1. **Procedure.** When any member shall become sixty days in arrears in the payment of dues, the President may terminate membership.
2. **Eligibility for Readmission.** Any company applying for readmission before one year shall have passed shall be reinstated upon payment of past dues. A company applying for readmission after one year shall have passed shall be required to submit an application for membership in the same manner as any other firm applying for membership.

