

ARTICLES OF INCORPORATION

of

NORTHEAST HEARTH, PATIO & BARBECUE ASSOCIATION

a Not-for-Profit Corporation

AN AFFILIATE OF THE HEARTH, PATIO & BARBECUE ASSOCIATION

NAME

The name of the corporation is Northeast Hearth, Patio & Barbecue Association

DURATION

The corporation shall endure indefinitely.

PURPOSES

The corporation is organized for the following purposes:

- a. To provide a format for the education, interaction and unification of industry members;
- b. To promote all aspects of the hearth, patio and barbecue industries to the general public, as well as regulators, legislators, environmental agencies and other concerned interests;
- c. To perpetuate the existence of an established, organized, functional and mobile body of industry members that is able to respond to industry concerns that may arise, particularly potential regulatory initiatives;
- d. To foster among members the highest level of design, quality, and performance in their products and services;
- e. To collect and disseminate statistics and other information as is lawful;
- f. To encourage, through advertising, publicity and public relations, increased usage and consumption of the products of this industry;
- g. To promote the welfare and interests of the members of the organization in a reasonable and legal manner, and
- h. To carry on such other lawful activities as may, from time to time, be ordered by the Board of Directors of the organization.

BYLAWS OF THE
NORTHEAST HEARTH, PATIO & BARBECUE ASSOCIATION
AN AFFILIATE OF THE HEARTH, PATIO & BARBECUE ASSOCIATION

ARTICLE I

Name

The name of this organization is Northeast Hearth, Patio & Barbecue Association (hereinafter "NEHPBA"), a New Hampshire not-for-profit corporation, an affiliate of the Hearth, Patio & Barbecue Association (hereinafter "HPBA").

ARTICLE II

Principle Place of Business

The organization shall have and continuously maintain in the State of New Hampshire a registered office, and may have other offices as the Board of Directors may from time to time determine, but will be limited to the states of Connecticut, Massachusetts, Maine, New Hampshire, New York, Rhode Island and Vermont.

ARTICLE III

Purposes

The purposes of the organization shall be:

To foster and promote the business interests of enterprises in the hearth, patio and barbecue industries including, but not limited to:

1. Encourage the creation of new commercial opportunities;
2. Facilitating trade and commerce in the industry through public relations and promotions;
3. Undertaking research and education activities to overcome obstacles to industry sales;
4. Advocating the industry's interest in legislative and regulatory processes, and
5. To promote the welfare and interests of its members of the organization through activities and programs as shall be allowed by the laws of the United States and the State of New Hampshire.

The success of the association in achieving these purposes shall be measured by the financial strength of the association and by the proportion of the industry represented.

ARTICLE IV

Membership

Section 1.

Categories

The organization shall be composed of the following membership categories:

- a. *Manufacturers Category*
- b. *Distributors Category*
- c. *Manufacturers' Representative Category*
- d. *Retailers Category*
- e. *Service Category*
- f. *Associates Category*
- g. *Non-Profit Category*

and such other categories as the Board of Directors shall from time to time establish. Any individual, partnership, association or corporation eligible for membership in more than one category must become a member of the organization in the category that represents the primary business of the member.

- a. *Manufacturers Category.* Any individual, partnership, association or corporation that manufactures, assembles, markets as a manufacturer or imports into the United States goods relating to the use of hearth, patio and barbecue products and is a member in good standing of the HPBA, shall be eligible for membership in the Manufacturers Category.
- b. *Distributors Category.* Any individual, partnership, association or corporation engaged in the wholesale distribution to dealers or contractors of goods relating to the use of hearth, patio and barbecue products shall be eligible for membership in the Distributors Category.
- c. *Manufacturers' Representative Category.* Any individual, partnership, association or corporation engaged in providing independent sales representation for manufacturers of hearth, patio or barbecue related products shall be eligible for membership in the Manufacturers' Representative Category.
- d. *Retailers Category.* Any individual, partnership, association or corporation engaged in the sale to end users of goods relating to the use of hearth, patio and barbecue shall be eligible for membership in the Retailers Category.
- e. *Service Category.* Any individual, partnership, association or corporation engaged in providing mechanical services to the consumer relating to the use of hearth, patio and barbecue products shall be eligible for membership in the Service Category.
- f. *Associates Category.* Any individual, partnership, association or corporation having a commercial interest in the use of hearth, patio and barbecue products shall be eligible for membership in the Associates Category.
- g. *Non-Profit Category.* Any individual, partnership, association or corporation having a nonprofit, noncommercial interest in the use of hearth, patio and barbecue products shall be eligible for membership in the Nonprofit Category.

Section 2.
Voting

Each dues paying member of each category shall be entitled to one vote on all matters brought before the entire organization. Proxy voting shall be permitted subject to rules established by the Board of Directors from time to time, including but not limited to notice and form. On all matters subject to a vote, a majority of a quorum shall prevail. All matters of business of the organization, except as otherwise specified in these Bylaws, may be submitted to the members in a mail ballot by direction of the Board of Directors, provided that a thirty-day (30) period shall be permitted for voting. On all mail ballots, a majority of a quorum shall prevail. With the exception of votes taken under Article XI, Section 2, a quorum shall be one-tenth (1/10) of the membership.

Section 3.
Admission to Membership

Application for membership shall be made in writing or online on such form as may be approved by the Board of Directors of NEHPBA and accompanied by the applicable enrollment fee as established by the Board of Directors of the Organization. Any such application may be subject to verification.

Section 4.
Suspension and Expulsion.

Any member may be suspended or expelled by a majority vote of the Board of Directors for nonpayment of dues. Except for nonpayment of dues, a member may only be suspended or expelled for due cause upon a majority vote of the Board of Directors. The Board of Directors shall provide notice to a member prior to suspension or expulsion for due cause, and a hearing, the procedure for which shall be determined by the Board, shall be provided if requested by the member.

ARTICLE V

Meetings of Members

Section 1.

There shall be an Annual Meeting of the membership, and such other meetings of the membership as the Executive Committee may direct, the dates and sites to be set by the Committee, subject to approval of the Board of Directors.

Section 2.

Members shall be notified of meetings not less than thirty (30) or more than sixty days (60) in advance in writing.

Section 3.

A quorum shall be deemed present at the Annual Meeting or other membership meeting if one-tenth of the members are present.

ARTICLE VI

Board of Directors

Section 1.

Geographic Location

The Board of Directors shall be comprised of members from the states of Maine, New Hampshire, Vermont, Massachusetts, Connecticut, Rhode Island, and New York, and each state shall be represented with at least one Director. If less than eight (8) members are located in any state, this state need not be represented by a Director. At no time shall the number of Directors from an individual state constitute more than 40% of the total membership of the Board of Directors.

Section 2.

Number of Directors And Selection

There shall be 15 members of the Board of Directors. The members shall elect the following number of members, by category, to serve on the Board of Directors.

Retailers	up to 8
Manufacturers/Distributors	up to 4
Manufacturers' Rep	up to 2
Service/Associates/Nonprofit	up to 2
At Large	up to 5

It is the intent to fill the board with representation from each category. The immediate past president shall sit on the Board of Directors in an ex-officio capacity. The association representative to the HPBA shall sit on the Board of Directors in a non-voting capacity.

Section 3.

Nomination and Election

a. NEHPBA Board of Directors

A Nominating Committee shall be appointed by the President, subject to the approval of the Board of Directors, no later than July 1 of each year. The Nominating Committee shall submit to the membership its written report, identifying nominees to the Board of Directors, no later than September 1 of each year.

Any additional nomination for election to the Board shall be made by five (5) or more members of any specific nominee. Such nominations shall be submitted in writing to the Nominating Committee no later than September 15 of each year. These nominations shall be included on the official ballot. There shall be no write-ins on the official ballot. All nominees must agree to serve on the Board, if elected, prior to distribution of the official ballot.

Not later than November 1 of each year, the Executive Director shall mail or email an official ballot to the members. Voting shall be by return mail to the Executive Director. Official balloting shall close on November 15. The number of candidates corresponding to the number of upcoming vacancies on the Board who receive the largest number of votes shall be elected. Tie votes shall be decided by a second ballot. Directors shall assume office on January 1 of the following year.

b. Board Representative to the HPBA Board of Directors

The Board of Directors, under the terms and conditions that it prescribes, shall nominate and elect a representative for a voting seat on the Board of Directors of the HPBA.

Section 4.
Term of Office and Term Limits

- a. The term of office shall be two years.
- b. The term limits for each director shall be elected to no more than three consecutive terms of office. By recommendation of the Nominating Committee, the Executive Committee may extend the maximum term limit by one year.

Section 5.
Power and Duties

The Board of Directors shall have the power to make rules and provisions, consistent with these Bylaws, for the carrying out of the work and activities of the organization; to engage and discharge all employees; to approve annual budgets of expenditures and amendments there-to; and to have charge of all property to carry out the work of the organization.

Section 6.
Meetings

The President shall call meetings of the Board of Directors as the occasion warrants, but no less than twice each year. The President shall call a meeting of the Board of Directors within thirty (30) days if requested in writing by at least one-third of the members of the Board. Notice of all meetings otherwise called by the president shall be provided. In both cases the President shall provide at least five (5) days notice of such meetings.

Section 7.
Quorum and Voting

A majority of the members of the Board of Directors shall constitute a quorum. All decisions of the Board shall be by majority vote.

Section 8.
Interim Action

The Board of Directors may take official action on any matter in the interim between meetings by a telephone ballot by a majority vote of the Board.

Section 9.
Vacancies

Any vacancy occurring on the Board of Directors shall be filled by the President with the approval of a majority of the remaining members of the Board of Directors. A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor. Vacancies shall be filled from among the members of the Category that the absent director was elected to represent. If there is due cause, or a Board Member is absent from two Board meetings in a twelve-month period, regardless of the reasons for his/her absence, he/she will forfeit his/her position on the Board, unless at the discretion of the Executive Committee the forfeiture is waived.

A Director who changes employment out of the industries or who enters employment with a company already represented on the board shall automatically submit his/her resignation to the President. The President shall accept or reject the resignation with the advice and consent of the Executive Committee.

ARTICLE VII

Officers and Staff

Section 1.
Number

The elected Officers of the organization shall be a President, Vice-President, Secretary, and Treasurer, all of who shall serve

without compensation. The Board of Directors may provide for reimbursement of reasonable expenses incurred by the elected Officers in the execution of their duties.

Section 2.
Election and Term

The Board of Directors shall elect the Officers from the membership of the Board. All Officers shall hold office for one (1) year or until their successors are duly elected and installed. The Treasurer shall be elected for a two-year term of office and shall hold office for that term irrespective of whether his/her term as a Director corresponds with that term.

Section 3.
Staff

The Board of Directors, at its discretion, may employ an Executive Director, who shall be an officer of the organization, legal counsel, and other staff assistants on a part or full time basis, and may assign for the proper and effective direction of the affairs of the organization. The Board of Directors, at its discretion, may hire such outside consultants or staff as it may consider appropriate.

Section 4.
Compensation to Staff

The Board of Directors is authorized to grant such compensation to the Executive Director, legal counsel, consultants and staff as may be justified by the duties performed, provided that such compensation shall not obligate the organization beyond an amount that is available from funds on hand or to be available from the income of the current year.

ARTICLE VIII

Duties of Officers

Section 1.
President

The President of the Board of Directors shall preside at all meetings of the organization and all meetings of the Board of Directors; he or she shall appoint members to serve on all committees subject to the approval of a majority of the Board and perform such other duties and functions as custom and parliamentary usage require.

Section 2.
Vice President

The Vice President shall assume the duties of the President at the latter's request or in his or her absence, and shall succeed to the presidency if that office shall become vacant.

Section 3.
Secretary

The Secretary of the organization shall attend meetings of the organization and of the Board of Directors and keep an accurate record of the proceedings thereof; he or she shall give notice of the meetings of the members prescribed by these bylaws, and shall perform such other duties as may be required of him or her by law, by vote of the Board of Directors or by these bylaws.

Section 4.
Treasurer

The Treasurer shall receive and properly account for all funds of the organization, keep proper records of all receipts and expenditures, and render a complete financial report at the Annual Meeting and such additional financial reports as may be requested by the Board of Directors. The Treasurer may delegate responsibility for his or her duties in a reasonable manner.

Section 5.
Executive Director

The Executive Director, if one is employed, shall be responsible to the Board of Directors in the performance of such administrative and executive duties as may be delegated to him or her by the President and/or other officers. He or she may be required to give bond in such amount as may be directed by the Board of Directors, the cost of which shall be paid by the organization.

ARTICLE IX

Committees

Section 1.
Executive Committee

The President, Vice President, Secretary and Treasurer and one member of the Board nominated by the Executive Committee and elected by the entire Board shall constitute an Executive Committee to be vested with such authority as may be directed by the Board of Directors. The Executive Committee shall manage the affairs of the Organization in the interim between meetings of the Board of Directors. The immediate past President shall sit on the Executive Committee in an ex-officio capacity.

Section 2.
Additional Committees

The President may appoint such additional committees of members as may be deemed appropriate. Such committees may include advisory committees, whose composition need not be limited to members.

ARTICLE X

General Provisions

Section 1.
Dues

Enrollment fees, dues and assessments shall be established by the Board of Directors.

Section 2.
Procedure

In the absence of any special rules of procedure, Robert's Rules of Order shall be the guide of the Organization in all matters of parliamentary practice.

Section 3.
Fiscal Year

The fiscal year of the organization shall correspond to that of the HPBA.

Section 4.
Indemnification.

The Organization may indemnify any and all of its current or former staff and officers, directors, committee members, agents and staff against expenses, judgments, decrees, fines, penalties, and amounts paid in defense or settlement of pending or threatened civil or criminal proceedings or other claims in which they or any of them are made parties in connection with or related to their being or having been officers, directors, committee members, agents or staff of the Organization, to the full extent permitted by law.

Section 5.
Insurance

The Organization may purchase and maintain insurance on behalf of the Organization and any person who is or was serving

the Organization as an officer, director, committee members, agent or staff against any liability or claim asserted, in order to indemnify such person(s) in such liability or claim.

ARTICLE XI

Amendments

Section 1.

Proposed Amendments

A proposed amendment to the Bylaws of the Organization may be initiated by a majority vote of the Board of Directors, or by a petition submitted to the Secretary and signed by not less than 15 percent (15%) of the members of the Organization. If a proposed amendment is initiated by petition, the Board of Directors must submit the proposed to the membership for a vote within one hundred-eighty (180) days after the petition is received by the Secretary.

Section 2.

Notice and Approval

The Bylaws may be amended by a majority vote of a quorum of twenty-five percent (25%) of the members. Proposed amendments must be submitted to the membership in writing at least thirty (30) days in advance of a Special or Annual Meeting at which the proposed amendment will be presented for discussion and voted upon, together with notice that the said proposed amendment will be presented to the membership for action at the forthcoming Special or Annual Meeting; or submitted to the membership for approval by mail ballot in accordance with the provisions of Article IV, Section 2.

ARTICLE XII

Dissolution

The Northeast Hearth, Patio & Barbecue Association shall use its funds and assets only to accomplish the objects and purposes set forth in the Articles of Incorporation and these Bylaws, and no part of these funds and assets shall inure or be distributed to the members of the Organization. The Organization may be dissolved by majority vote of the members. On dissolution of the Organization, any funds or assets remaining after payment of the Organization's obligations shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization or business leagues, consistent with the provision of the Internal Revenue Code and laws of the State of New Hampshire then governing the Organization as a business league exempt from federal taxation.