

THE UNITED STATES FOOTWEAR MANUFACTURERS ASSOCIATION, INC.

BYLAWS

**ARTICLE I
NAME**

Section 1.01. *Name.* The name of the Corporation is United States Footwear Manufacturers Association, Inc. (the “Corporation”).

**ARTICLE II
PURPOSES OF THE CORPORATION**

Section 2.01. *Purposes.* The Corporation has been organized to support domestic United States manufacturers of rubber and plastic footwear, and to operate exclusively for the purposes set forth in the Corporation’s Articles of Incorporation. The purpose of this corporation is to engage in any lawful act or activity for which the corporation may be organized under the General Corporation Law of Delaware. This corporation shall be a non-profit corporation and shall apply for tax exemption under the 501(c) of the Internal Revenue Service. The 501(c)(6) activities of the corporation are undertaken to improve the conditions of the footwear industry and to promote the common interests of the members. This organization is not organized for profit, will not engage in business and no part of its net earnings will inure to the benefit of any private member or person.

**ARTICLE III
OFFICES AND REGISTERED AGENT**

Section 3.01. *Offices.* The principal office of the Corporation shall be located within the District of Columbia at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places within or without the District of Columbia as the Board of Directors may designate, including c/o Marjorie Sanford, 3 Vernon Road, Medway, MA 20053.

Section 3.02. *Registered Agent.* The Corporation designates Corporation Trust Company to serve as registered agent for the State of Delaware. The registered agent may be changed from time to time by the Board of Directors.

**ARTICLE IV
MEMBERS**

Section 4.01. *Eligibility for Membership.* Application for voting membership shall be open to any company that manufactures in the United States or supports manufacturing in the USA, any company that acts as a supplier to any such manufacturer, and any institution of higher education in the United States that supports domestic footwear manufacturing. All members shall support the purposes of the Corporation, as set forth in Article II. The Board of Directors shall,

from time to time, enact procedures for the admission of members together with setting any admission fee for membership. Each member shall designate a Member Representative as the official voting delegate representing the Member. Members may send as many people as they wish to the Member meetings.

Section 4.02. *Termination of Members.* Membership may be terminated voluntarily by the Member or involuntarily by the Board of Directors in accordance with the rules of Member conduct adopted by the Board. Members who voluntarily terminate membership on or after December 31st of any given year are responsible for dues for that calendar year.

Section 4.03. *Rights of Members .* Each Member shall be eligible to vote on those matters set forth in the Bylaws or on which the Delaware Nonprofit Corporation Act (the “Nonprofit Act”) requires the approval of the members.

Section 4.04. *Non-voting Membership.* The Board shall have the authority to establish and define non-voting categories of membership.

ARTICLE V MEETINGS OF MEMBERS

Section 5.01. *Annual Meetings.* An annual meeting of the members shall take place in the first half of the calendar year, the specific date, time and location of which will be designated by the Chairperson, which need not be in the District of Columbia. At the annual meeting, the members shall elect directors and receive reports on the activities of the Corporation and the direction of the Corporation for the coming year.

Section 5.02. *Special Meetings.* Special meetings of the members may be called by the Chairperson or the Board of Directors, the specific date, time and location of which will be designated by the Chairperson. Twenty-five percent (25%) of the members may also call a special meeting of the members by signing a petition requesting such meeting. The petition shall set forth the purpose of the meeting. The specific date, time and location of the meeting shall be designated by the Chairperson. The location of any special meeting need not be in the District of Columbia. Once a special meeting has been called by the members, the demand for the special meeting cannot be revoked.

Section 5.03. *Record Date.* The record date shall be the date as of which the Corporation shall determine who is a member of the Corporation and eligible to vote at the meeting of the members. The record date for an annual meeting of the members shall be the date which is 65 days prior to the date of the annual meeting. The record date for a special meeting of the members shall be 15 days prior to the date of the special meeting, in the case of a meeting called by the Chairperson or the Board of Directors. The record date for a special meeting of the members called by 25% of the members is the date the first member signs the petition. The determination of who is a member eligible to vote shall be made as of the close of business on the record date.

Section 5.04. *Notice of Meetings.* (a) The Corporation shall give notice to the members entitled to vote on the date, time, and place of each annual or special meeting of the members. The notice shall be given 60 days before the annual meeting date and 10 days in the case of a special meeting. The notice of an annual meeting does not need to include a description of the

purpose for which the meeting is called. The notice of a special meeting must include a description of the purpose for which the meeting is called.

(b) Notice is given when it is delivered personally to the member, left at the member's residence or usual place of business, or sent by facsimile or e-mail, or, in the alternative, by U.S. mail to the member's address as it shall appear on the records of the Corporation. Notwithstanding the foregoing, a Director may waive notice of any meeting of the Board of Directors by written statement filed with the Board of Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened. Any meeting of the members may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

Section 5.05. Quorum. The members present at any properly announced meeting shall constitute a quorum.

Section 5.06. Conduct of Meeting. (a) The Chairperson shall preside at each meeting of members. The Chairperson shall determine the order of business and has the authority to establish rules for the conduct of the meeting. The Chairperson shall announce at the meeting when the polls close for each matter voted upon. After the polls close, no ballots, proxies, or votes, nor any otherwise permissible revocations or changes to a member's vote may be accepted. Each member may vote in person or by proxy, and is entitled to one vote.

(b) A proxy must be in the form of a tangible writing, or in an electronic or other medium that provides for the retention of data and its subsequent retrieval in perceivable form, including email, the internet and transmissions from one computer to another. It must be signed by the member, and must contain or be accompanied by information from which it can be determined that the individual holding the proxy has been authorized by the member to vote on his or her behalf. A proxy shall be valid for the period specified in the proxy form. If no period is specified, the proxy shall be valid for a period of 11 months from the date it is signed. In no event may a proxy be valid for a period longer than 36 months. The death or incapacity of the member appointing a proxy does not affect the validity of the proxy unless the Chairperson or Secretary of the Corporation had prior knowledge of the member's death or incapacity.

(c) After fixing a record date for a meeting, the Corporation shall prepare an alphabetical list of the names of all its members that are entitled to notice of the meeting. The list must show the address of each member entitled to vote. The list of members must be available for inspection by any member, beginning two business days after notice of the meeting is given and continuing through until the day of the meeting, at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. The list will also be available for inspection by any member at the meeting. A member is entitled to copy the list, during regular business hours and at the member's expense, during the period it is available for inspection.

Section 5.07. Voting. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. There shall be no cumulative voting.

ARTICLE VI BOARD OF DIRECTORS

Section 6.01. ***Function of Directors.*** The business and affairs of the Corporation shall be managed under the direction of its Board of Directors, which shall determine matters of policy. All powers of the Corporation may be exercised by or under authority of the Board of Directors.

Section 6.02. ***Number of Directors; Qualifications.*** The Board of Directors shall consist of not less than 3 nor more than 7 members. At least one member of the Board shall be a supplier to domestic footwear manufacturer members or otherwise support the Purposes of the Corporation as stated in Section 2.01. The maximum number of directors may be changed by an amendment to the Bylaws, but any such amendment shall not affect the tenure of office of any director, except as provided in Section 6.04. Directors need not be residents of the District of Columbia.

Section 6.03. ***Election and Tenure of Directors.*** New directors and current directors shall be elected or re-elected by the members entitled to vote, as determined in accordance with Section 5.03, at the annual meeting. Directors will be elected by a majority of the members present at the annual meeting. Each director shall hold office until the third annual meeting subsequent to his or her election. Directors may be re-elected for additional terms. Any member can nominate a candidate for the Board of Directors. If a director's term expires and a successor has not been elected, such director shall continue to serve until a successor is elected or the number of directors is reduced.

Section 6.04. ***Removal or Resignation of Director.*** (a) The members may remove any director, with or without cause, at the annual or special meeting of the members, by the affirmative vote of two-thirds of the members present at the meeting. The notice of the meeting at which the removal of a director is to be considered must state that one of the purposes of the meeting is to vote on the removal of the director.

(b) The Board of Directors may remove a director who: (A) has been declared of unsound mind; (B) has been convicted of a felony; (C) has been found by a final court order to have breached a duty as a director; or (D) has missed three (3) or more meetings in any two year period without being excused.

(c) A director may resign at any time upon written notice to the Secretary. Such resignation shall take effect on the date the notice was delivered to the Secretary. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

Section 6.05. ***Vacancy on Board.*** A majority of the remaining directors, whether or not sufficient to constitute a quorum, may at any time fill a vacancy on the Board of Directors which results from any cause. A director elected by the Board to fill a vacancy shall serve until the next annual meeting of the members. At the next annual meeting, the members shall elect an individual to fill the unexpired term of the director whose resignation or removal created the vacancy on the Board.

Section 6.06. *Annual and Regular Meetings.* The Corporation shall hold an annual meeting of its Board of Directors for: (a) the election of officers, and (b) the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at such place and at such time as determined by the Board of Directors. The Corporation may hold other regular meetings at such times as are affixed by the Board of Directors. Unless the Articles of Incorporation, the Nonprofit Act or Bylaws provide otherwise, any business may be considered at the annual or any other regular meeting without such business having been specified in the notice for such meeting. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

Section 6.07. *Special Meetings.* Special meetings of the Board of Directors may be called at any time by the Chairperson, or any two directors. Any business may be considered at any special meeting without such business having been specified in the notice for such meeting; provided that the notice of a special meeting at which the removal of a director is to be considered must state that one of the purposes of the meeting is to vote on the removal of the director. A special meeting of the Board of Directors shall be held on such date and at such place as shall be designated in the notice for such meeting.

Section 6.08. *Notice of Meeting.* The Secretary or such person's designee shall give notice to each director of each meeting of the Board of Directors. The notice shall state the time and place of the meeting. Notice is given to a director when it is delivered personally to the director, left at the director's residence or usual place of business, or sent by facsimile or e-mail, at least 48 hours before the time of the meeting or, in the alternative, by U.S. mail to the director's address as it shall appear on the records of the Corporation, at least seven (7) days before the time of the meeting. No notice of any meeting of the Board of Directors need be given to any director who attends except for the sole purpose of objecting to the lack of notice of such meeting, or to any director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting of the Board of Directors may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

Section 6.09. *Action by Directors.* Unless the Articles of Incorporation, the Nonprofit Act or Bylaws require a greater proportion, the action of a majority of the directors present at a meeting at which a quorum is present shall constitute action of the Board of Directors. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The directors present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if an unanimous written consent which sets forth the action to be taken is signed by each director of the Board of Directors and filed with the minutes of proceedings of the Board of Directors.

Section 6.10. *Meeting by Conference Telephone.* Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications

equipment if all persons participating in the meeting can hear one another. Participation in a meeting by these means constitutes presence in person at a meeting.

Section 6.11. Compensation. The Corporation shall not pay any compensation to any director for services rendered to the Corporation as a director, except that director may be reimbursed for expenses incurred in the performance of his or her duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board of Directors. A director who serves the Corporation in any other capacity may receive reasonable compensation for such other services pursuant to a resolution of the Board of Directors.

ARTICLE VII COMMITTEES

Section 7.01. Committees. The Board of Directors, by a vote of a majority of the directors then in office, may establish one or more standing committees comprised of one or more directors. The Board of Directors may delegate to these committees any of the powers of the Board of Directors, except the power to (a) elect or remove directors; (b) approve the dissolution, merger, or reorganization of the Corporation or distribution of its assets; (c) amend the Articles of Incorporation or the Bylaws; or (d) decide such other matters as the Board may hereinafter determine by a majority vote of the directors.

The Chairperson of the Board of Directors shall appoint the members and the chairperson of each committee subject to the approval of a majority of the directors then in office. Each committee shall adopt rules of procedure for its business that are consistent with Section 5.08 of the Bylaws. A majority of the members of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if an unanimous written consent which sets forth the action is signed by each member of the committee and filed with the minutes of the committee. The Chairperson of the Board of Directors shall be an ex officio voting member of all committees. The members of a committee may conduct any meeting thereof by conference telephone or similar communications equipment in accordance with the provisions of Section 6.10.

Each member of a committee shall serve until the next annual meeting of the Board of Directors and until such member's successor is appointed, unless: (a) the committee shall be sooner terminated, (b) such member be removed from such committee, with or without cause, by a vote of a majority of the directors then in office, or (c) such member shall cease to be a director or otherwise resign from such committee.

Section 7.02. Special Committees of the Board. The Board of Directors may appoint one or more special committees for such special tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which they are created and appointed and shall have no power to act except such as is specifically conferred by action of the Board of Directors.

ARTICLE VIII OFFICERS OF THE BOARD

Section 8.01. ***Officers of the Board.*** The Corporation shall have a Chairperson, Vice Chairperson, Secretary, and Treasurer who shall be the officers of the Board, each of whom shall be duly elected and qualified members of the Board. A person may hold more than one office in the Corporation but may not serve concurrently as both Chairperson and Secretary of the Corporation. The Board may elect or appoint such other officers and assistant officers as may be deemed necessary or appropriate.

Section 8.02. ***Chairperson.*** The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors at which the Chairperson shall be present; and, in general, shall perform all such duties as are from time to time assigned to the Chairperson by the Board of Directors.

Section 8.03. ***Vice Chairperson.*** The Vice Chairperson, in the absence of the Chairperson, shall preside at all meetings of the Board of Directors at which the Vice Chairperson shall be present. In general, the Vice Chairperson shall perform all duties usually performed by a Chairperson of a corporation and such other duties as are from time to time assigned to the Vice Chairperson by the Board of Directors.

Section 8.04. ***Secretary.*** The Secretary shall keep the minutes of the meetings of the Board of Directors and of any committees, in books provided for the purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law and shall be custodian of the records of the Corporation. In general, the Secretary shall perform all duties incident to the office of a secretary of a corporation, and such other duties as are from time to time assigned to the Secretary by the Board of Directors.

Section 8.05. ***Treasurer.*** The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors. The Treasurer shall render to the Chairperson and to the Board of Directors, whenever requested, an account of the financial condition of the Corporation. In general, the Treasurer shall perform all the duties incident to the office of a treasurer of a corporation, and such other duties as are from time to time assigned to the Treasurer by the Board of Directors.

Section 8.06. ***Assistant Secretary.*** The Board may appoint one or more Assistant Secretaries who need not be members of the Board and who may be employees of the Corporation. An Assistant Secretary may perform or assist in the performance of all duties incident to the office of Secretary including such ministerial acts as the attestation, execution, and sealing of documents and instruments of the Corporation and shall perform, in general, such duties as shall be assigned by the Chairperson, the Secretary, or the Board of Directors.

Section 8.07. ***Assistant Treasurer.*** The Board may appoint an Assistant Treasurer who need not be a member of the Board and who may be an employee of the Corporation. The Assistant Treasurer may perform or assist in the performance of all duties incident to the office of

Treasurer including maintaining the financial records of the Corporation; providing for the safekeeping of the funds and securities of the Corporation; receiving monies due and payable to the Corporation; depositing all such monies in the name of the Corporation in such banks, trust companies, and other depositories as selected by the Corporation; disbursing designated gifts in accordance with the donor's designation and with the policies of the Corporation; and distributing funds authorized to be paid by the Corporation. The Assistant Treasurer may sign, with the Secretary or Assistant Secretary or any other proper officer of the Corporation thereunto authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or the By-Laws to some other officer or agent of the Corporation, or shall be required by the law to be otherwise signed or executed. The Assistant Treasurer shall also perform, in general, such duties as shall be assigned by the Chairperson, the Treasurer, or the Board of Directors.

Section 8.08. *Election and Tenure of Officers.* The Board of Directors shall elect the officers of the Board, who shall be elected for terms not to exceed 3 years. An officer may be re-elected for additional terms. The Board of Directors may remove any officer at any time, with or without cause. The Board of Directors may fill a vacancy which occurs in any office for the unexpired portion of the term. Any officer may resign at any time by giving written notice to the Board of Directors. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Corporation.

Section 8.09. *Vacancies.* Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board or by unanimous written consent of the Board.

ARTICLE IX ADMINISTRATIVE OFFICERS

Section 9.01. The Corporation may retain an Executive Director. If it chooses to name an Executive Director, the Executive Director shall be the chief executive officer of the Corporation and report to the Board of Directors. If so, the Executive Director, shall serve at the will of the Board. The Executive Director may be removed, with or without cause, by a majority of the directors of the Corporation. The Executive Director shall report to the Board and between Board meetings to the Chair of the Board.

(a) The Executive Director may sign, with the Chair of the Board, and/or the Secretary or Assistant Secretary or any other proper officer of the Corporation thereunto authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or the Bylaws to some other officer or agent of the Corporation, or shall be required by the law to be otherwise signed or executed.

ARTICLE X FINANCE

Section 10.01. *Checks, Drafts, Etc.* All checks, drafts and orders for the payment of money, notes, and other evidences of indebtedness, issued in the name of the Corporation, shall, unless otherwise provided by resolution of the Board of Directors, including any banking resolution, be signed by the Chairperson, or by the designee of the Chairperson; provided, however, that each designee shall be approved in advance by the Board of Directors, which may impose additional limitations on such re-delegated authority.

Section 10.02. *Fiscal Year.* The fiscal year of the Corporation shall be the twelve calendar month period ending December 31 in each year, unless otherwise provided by the Board of Directors.

Section 10.03. *Dues.* Dues shall be assessed on a calendar year basis. On time assessments, if required for fiscal stability, may be levied at any time during the calendar year. Dues shall be established by the Board of Directors.

ARTICLE XI MISCELLANEOUS

Section 11.01. *Maintenance of Tax Exempt Status.* The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law). Upon the termination, dissolution or final liquidation of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine by majority vote. Such distribution of assets shall be calculated to carry out the objectives and purposes stated in the Articles of Incorporation. In no event shall any of such assets or property be distributed to any member, director or officer, or any private individual.

Section 11.02. *Books and Records.* The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its Board of Directors and of any executive or other committee when exercising any of the powers of the Board of Directors. The books and records of the Corporation may be in written form or in any other form that can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction. The original or a certified copy of the Articles of Incorporation, Bylaws, committee charters and designated body charters, if any, shall be kept at the principal office of the Corporation. All books and records of the Corporation may be inspected for any proper purpose at any reasonable time.

Section 11.03. *Execution of Documents.* A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

Section 11.04. Amendments. The Bylaws may be amended by the affirmative vote of the members at the annual or special meeting of the members or by the vote of two-thirds of the members of the Board of Directors at the annual, regular or special meeting; provided that notice of such proposed amendment shall be given to the Board of Directors at least 10 days prior to such vote; and provided further that any amendment that: (1) provides that some of the members have different rights from other members, (2) relate to the termination or suspension of membership rights, (3) require cause or change the definition of cause with respect to the removal of a director elected by the members or (4) relating to the levying of dues or assessments on the members, shall be subject to the approval of the members at an annual or special meeting of the members.

Approved: _____
March 11, 2024