

Scientific Equipment & Furniture Association

BY-LAWS

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SEFA SPELLS SAFE

BY-LAWS OF THE SCIENTIFIC EQUIPMENT AND FURNITURE ASSOCIATION

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Article 1. Name

The name of the Association shall be the SCIENTIFIC EQUIPMENT AND FURNITURE ASSOCIATION.

Article 2. Purposes

Section 2.1 General Objectives and Scope

(a) The Scientific Equipment and Furniture Association consists of firms which have as one of their principal businesses the manufacture or design of scientific equipment or furniture or laboratories. These firms sell to research, industrial, life sciences, education and/or government laboratories. The association was founded to promote the rapidly expanding scientific equipment and furniture industry and to improve the quality, safety and timely completion of laboratory facilities in accordance with customer requirements.

(b) In furtherance of the foregoing, and with full recognition of the right of each member individually to determine its own individual business policies, the objectives of the Association shall be:

1. To strengthen the capabilities of its members through education and information exchange.
2. To provide a forum to its members through which the industry's objectives can be furthered.

Article 3. Membership

Section 3.1 Classes of Membership

There shall be three classes of membership in the Association -- executive members, sustaining members, and associate members. An executive member is more specifically defined in §3.2 (infra). A sustaining member is a company that purchases laboratory furniture and related equipment manufactured by others and enters into subcontract agreements to facilitate laboratory building projects or is a company that installs laboratory furniture and related equipment manufactured by others. Associate members shall consist of architects, lab planners/consultants, facility managers and others as deemed appropriate by the Board.

Section 3.2 Eligibility for Executive Membership

Members: To be eligible for executive membership in the Association the applicant shall complete the SEFA Membership Qualification Statement. The SEFA Board of Directors shall then determine that the

following qualifications have been established:

1. Applicant must be a manufacturer of laboratory furniture or related equipment and have successfully completed at least ten (10) laboratory furniture projects within three (3) years of submitting its application for executive membership.
2. Applicant shall control the design and manufacture of one or more of the following products: laboratory furniture, fume hoods, laboratory work surfaces, fixtures, or related laboratory equipment. Control to be defined as conducting actual design and fabrication, internally, at applicant owned manufacturing facility. Fabrication out-sourcing to non-applicant owned facilities does not qualify as eligible work.
3. Applicant shall have full intention to attend all SEFA meetings, participate in the standards writing process to the best of its ability and dedicate the necessary time and energy to help support and increase SEFA's reputation as the premier, global association for fostering excellence in laboratory equipment manufacturing.

Section 3.3 Application and Election to Membership

Application for membership in the Association shall be in writing on such form as may be prescribed by the Board of Directors for that purpose, which shall contain such relevant information consistent with these By-Laws as may be required by the Board of Directors. Election to membership in the Association shall be by a two-thirds vote of the Board of Directors of the Association.

Section 3.4 Right to Vote, Hold Office and Receive Membership Benefits

Each executive member shall be entitled to one vote. Representatives of executive members shall hold office in the Association. There shall be one associate member elected to the Board who shall be entitled to vote at Board meetings.

Each executive member shall designate in writing its official voting representative and his alternate. Votes, in the general affairs of the Association, shall be cast only by the officially designated representative of the executive members, or in his absence, by his designated alternate.

Section 3.5 Use and Display of SEFA Logos and Trademarks

Only members in good standing shall have the right and license to display or use SEFA logos, copyrighted materials, service marks, trademarks or other SEFA proprietary information. The manner in which such logos, copyrighted materials, service marks, trademarks and other information may be displayed or used shall be determined by the Board of Directors.

Article 4. Dues

Association dues for executive, sustaining and associate members shall be fixed from time-to-time by the Board of Directors, and shall be approved or ratified by a majority vote of the executive members of the Association present and entitled to vote at a meeting at which a quorum is present. Association dues for members are an annual obligation for the SEFA fiscal year and shall be calculated on the aggregate sales volume, where appropriate, including both domestic and international volume, generated by the executive member in its most recently completed fiscal year. Such calculations shall

include the relevant sales volume of each member, including its divisions, affiliates and subsidiaries whose products fall within the scope of SEFA's membership eligibility criteria. The Board of Directors shall determine the time or times that dues shall be payable by members, and may provide for the pro-ration of such dues.

Article 5. Government

Section 5.1 Officers

The officers of the Association shall be a Chairman, a Vice-Chairman and a Secretary/Treasurer. All of the officers shall serve without compensation. Each officer shall be elected annually by a majority vote of the executive members present and entitled to vote at the Annual Meeting of the Association. They shall be elected for a term of one year and thereafter until a successor shall have been duly elected and qualified.

In the event of death, resignation, or incapacity to act of any officer or director of the Association, the vacancy so created shall be filled by the Board of Directors.

Section 5.2 Board of Directors

The management of the affairs of the Association shall be vested in the Board of Directors, which shall consist of the Chairman, the Vice-Chairman, the Secretary/Treasurer, the Immediate Past Chairman and five (5) other directors who shall be elected by a majority vote of the members present and entitled to vote at the annual meeting of the Association, and who shall serve for one year or until their successors shall have been duly elected and qualified. One of the five other directors shall be an associate member.

Section 5.3 Duration of Tenure

Any officer or director may be removed for due cause by an affirmative vote of two-thirds (2/3rds) of the Board of Directors. Failure to attend two out of three of the most recent Board Meetings shall constitute due cause for removal.

Section 5.4 Removal of Officers and Directors

Any officer or director may be removed for due cause by an affirmative vote of two-thirds of the Board of Directors.

Section 5.5 Duties of the Chairman

The Chairman shall preside at all meetings of the Association and the Board of Directors. He shall perform such duties as may be required or permitted by these By-Laws or as the Board of Directors may from time to time direct. He shall appoint the Chairmen of all standing or special committees as the need for such may arise.

Section 5.6 Duties of the Vice Chairman

The Vice-Chairman shall preside at all meetings of the Association or of the Board of Directors in the absence of the Chairman. The Vice-Chairman shall also perform such other duties as the Chairman or the Board of Directors may from time to time direct.

Section 5.7 Duties of the Secretary/Treasurer

The Secretary/Treasurer shall keep the minutes of all Board meetings and shall have charge of all corporate files, including the minutes of the Association. He shall prepare and distribute appropriate minutes of each Association meeting. He shall perform such other duties as are common to the office. The Secretary/Treasurer shall have charge of all securities and bank accounts, and shall have the authority to transfer funds as needed to meet the Association's operating expenses. He shall exercise surveillance over all investments of the Association. He shall report periodically to the membership on the financial condition of the Association.

With the approval of the Board of Directors, the Secretary/Treasurer may delegate certain of his responsibilities to such staff members as may be retained by the Association.

Section 5.8 Bonding of Officers

The Board of Directors, at its discretion, may bond any officer or employee with an adequate bond for the faithful performance of his duties.

Article 6. Committees

Section 6.1 Nominating Committee

The Chairman shall appoint a Nominating Committee at least sixty (60) days prior to the date of the annual meeting. The Nominating Committee shall make its report to the membership entitled to vote thirty (30) days prior to the annual meeting of the Association, and shall nominate a candidate for each of the elective offices to be filled at such annual meeting. Nominations for any such office or offices may also be made from the floor by any duly designated representative of a voting member of the Association.

Section 6.2 Standing Committees

The Chairman shall, within thirty (30) days prior to the annual meeting of the Association, appoint the Chairman of all standing committees for the ensuing year and define their duties. Notice of all committee appointments shall be sent to such committee members. All standing committees shall continue their functions until the next annual meeting of the Association. Sustaining members are entitled to vote only at Sustaining Member and Installation Committee meetings.

Section 6.3 Special Committees

The Chairman may appoint such Special Committees as the occasion may require.

Article 7. Meetings

Section 7.1 Annual Meeting of the Association

(a) The annual meeting of the members of the Association shall be held at such time and place as the Board of Directors may determine. Written or printed notice shall be mailed to each member not less than thirty (30) days before the date of the meeting.

(b) Whenever the Board of Directors by a majority vote of all of its voting members, at either a meeting or by letter ballot, shall determine for any reason it is not in the interest of the Association to hold the annual meeting, then no such meeting shall be required to be held. Under such circumstances the Board of Directors may, at its discretion, conduct by letter ballot such business as would normally be conducted at any annual meeting or meetings thus omitted.

Section 7.2 Special Meetings of the Association

The Secretary/Treasurer shall call a Special Meeting of the members of the Association when so requested by a majority of the Board of Directors, or by written request of one-third of the voting members of the Association. Written or printed notice stating the place, day and hour of the special meeting, and the purposes for which it is called, shall be mailed to each member not less than thirty (30) days before the date of the meeting. No business other than that specified in the notice of the meeting shall be transacted at the Special Meeting.

Section 7.3 Quorum at the Meetings of the Association

A majority of the voting membership present at any meeting of the members of the Association shall constitute a quorum, and in case there shall be less than this number, the presiding officer may adjourn the meeting from time-to-time until a quorum be present.

Section 7.4 Voting by Members of the Association

Voting in the general affairs of the Association shall be confined to active executive members, with each such member being entitled to one vote through or by the duly designated voting representative. Proxies will not be allowed unless specifically authorized by the Board. Unless otherwise provided by these By-Laws, a majority of the votes entitled to be cast by members present at a meeting at which a quorum is present shall be required. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 7.5 Meetings of the Board of Directors

The organization meeting of the Board of Directors shall be held immediately after the adjournment of the annual business meeting of the Association.

Section 7.6 Quorum and Voting

A majority of the Board of Directors shall constitute a quorum for the transaction of business. Unless otherwise provided by these By-Laws, the act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the Directors.

Section 7.7 Ratification

In the event that a quorum shall not be present at any duly called meeting of the members, the Board of Directors, or of any standing or special committee, the members present and entitled to vote at any such meeting may take such action as they may elect subject to subsequent ratification by a letter ballot of a majority of the members thereof or at a duly called subsequent meeting at which a quorum is present.

Article 8. Termination of Membership

Section 8.1 Non-Payment of Dues

The Board of Directors may terminate the membership of any member of the Association for non-payment of dues.

Section 8.2 Resignation

Any member may resign at any time from the Association by written notice to the Board of Directors, provided that all dues payable to the Association for the fiscal year during which the written resignation is received and/or for prior fiscal years shall have been fully discharged.

Section 8.3 Suspension or Expulsion

A member who shall violate any provisions of the By-Laws, or who shall refuse or neglect to comply with any resolution of the Association or of the Board of Directors, may have his membership terminated by the Board of Directors; provided, however, that such member shall be given prior written notice of the contemplated action by the Board of Directors and the reason or reasons thereof, with the right to appear and be heard before the Board of Directors prior to the taking by the Board of Directors of any final action with respect to such termination of membership. Any such termination of membership shall occur only by an affirmative vote of three-fourths of the members of the Board of Directors.

Section 8.4 Code of Ethics

All members shall acknowledge in writing by an authorized agent, that they will be bound by SEFA's Code of Ethics and the Rules and Procedures for the enforcement of the Code of Ethics. Violation of the Code of Ethics may result in the termination of membership or such other action as authorized by the Rules and Procedures.

Section 8.5 Reinstatement of Membership

Any application for reinstatement to membership of a former member shall be treated in accordance with the provision of Sections 3.2 and 3.3 of these By-Laws. No such applicant shall be reinstated to the membership until he has discharged all past indebtedness to the Association.

Article 9. Interest in Association Funds and Property

Any member who shall resign, or whose membership in the Association shall have been terminated for any reason, shall relinquish and forfeit all interest in any funds or other property belonging to the Association including the right to display in any manner SEFA logos, copyrighted materials, service marks, trademarks or other proprietary information.

Article 10. Dissolution

In the event that the Association shall be dissolved, its net assets remaining after provision for the payment of all of its debts and liabilities shall be distributed to such other organization or organizations having the same or similar purposes of this Association as the Board of Directors shall determine, subject to ratification by the membership of the Association.

Article 11. Indemnification of Directors and Officers

The Association shall indemnify and hold harmless each person who is now or shall hereafter serve as a director or officer of the Association, from and against any and all claims and liability, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of his having heretofore or hereafter been a director or officer of the Association, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses (including the cost of settlement) reasonably incurred by him in connection with any such claim, liability, suit, action or proceeding; provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, costs or expenses incurred in connection with any claim or liability, or threat or prospect thereof, based upon or arising out of his own willful misconduct in the performance of his duties as such director or officer. The determination hereunder and the reasonableness of such costs and expenses may be made, and shall be final and conclusive if made, by the Board of Directors of the Association acting at a meeting at which a quorum is present. All such rights accruing to any person under the provisions of this paragraph shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the Association to indemnify or reimburse such person in any case even though not specifically herein provided for.

Article 12. Rules and Regulations

The Board of Directors may adopt or amend rules and regulations to carry these By-Laws into effect and to provide for the executive management of the Association, provided that the same shall not be inconsistent with the provisions and requirements of these By-Laws.

Article 13. Amendments

These By-Laws may be amended at any properly held meeting of the members of the Association by a vote of three-fourths of the executive members present and voting, provided that in case of a special meeting due notice of the purport of the proposed amendment shall be contained in the notice of the meeting or any adjournment thereof.

SEFA Meetings Policy Statement

SEFA meetings are gatherings of members at which the Association's business is transacted, and represent the opportunity to legitimately further the Association's goals. SEFA meetings are carefully structured and monitored. An agenda is prepared and circulated in advance and is carefully followed at the meeting. A SEFA staff member or legal counsel attends all meetings. There are no informal meetings of the Association or of any of its committees; discussion of SEFA matters must never occur outside of formal meetings.

There should never be a discussion of any of the following at a SEFA meeting:

1. Price or any elements of price or pricing policies, including costs.
2. Discounts, terms and conditions of sale, warranty terms, profits, market shares, sales territories, and rejection or termination of customers.
3. Identification of individual company statistics, inventories or merchandising methods.
4. Particular competitors.
5. Anything dealing with trade abuses or excluding or controlling competition.

By following these guidelines the members can meet to transact lawful Association business for the betterment of our industries.