

## By-Laws

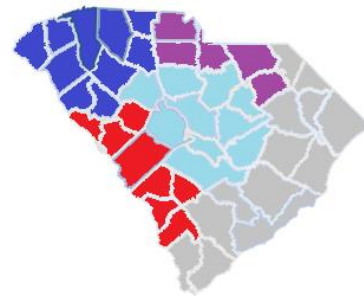
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### **Article I – Name & Structure**

The name of this organization is the OpExChange. The OpExChange consists of one statewide organization. The statewide organization is hosted and operated by SCMEP, South Carolina Manufacturing Extension Partnership, who provides strategic direction, manages the Coordinator, and acts as the fiduciary agent. A State Board acts as a steering committee for the OpExChange and provides tactical support. The State Board will include representation of the following geographical regions of South Carolina.

1.  Upstate
2.  Central Savannah River Area (CSRA)
3.  Midlands
4.  Pee Dee/Lowcountry
5.  Metrolina



### **Article II -- Purpose**

OpExChange is dedicated to inspiring member growth through world-class learning and relationship building with an unwavering focus on operational excellence.

OpExChange is a unique peer-to-peer network of companies dedicated to achieving greater levels of operational excellence. Through shared learning and collaboration, member companies exchange ideas, expertise and advice in areas such as lean manufacturing, advanced manufacturing, and leadership to accelerate their pace of change, increase their competitiveness, and maintain the gains. Participation in OpExChange provides game-changing opportunities for improvement, growth, and renewal.

### **Article III -- Membership**

**Section 1 - New Members:** Prospective new members must meet the following criteria to be considered for membership in the OpExChange:

- Be at some form of Operational Excellence to showcase it with the OpExChange members (i.e., have something to offer)
- Be willing to host events and share information (electronically, written, etc.), including information on its own Operational Excellence activities
- Be willing to pay dues
- Be willing to have its people participate in events at other plants
- Be willing to give feedback to the South Carolina Manufacturing Extension Partnership ("SCMEP") on OpExChange benefits and impacts
- Be willing to participate in an annual benchmarking survey
- Have a business presence in South Carolina (business outside of South Carolina can be approved by Board Vote).

**Section 2 - New Member Election:** Companies desiring membership in the OpExChange shall submit an application form to the State Board via the Coordinator. The State Board will have one week to review the application and a 2/3<sup>rd</sup> majority vote will approve the submission.

### **Section 3 - Membership:**

**3.1 - Membership Privileges:** All member companies are entitled to receive OpExChange publications and participate in OpExChange events. Official notices of OpExChange meetings and events shall be distributed to all member companies prior to the event. Each member company shall designate at least one representative to be the official recipient of notices for that company. Companies are encouraged to have a backup representative in case the primary representative cannot be reached.

#### **3.2 - Membership Responsibilities:**

**3.2.1 - Participation:** As it is the intent of the OpExChange to share knowledge and best practices, members are required to schedule, coordinate, and present information at one event on a regular basis, which is open to attendance by other OpExChange members. In addition, regular attendance by member companies is expected at events. Failure to meet these membership responsibilities or to pay annual dues per Article VI may cause the OpExChange to place the member company on inactive status as described in 3.2.3 below. Hosting events is a critical function of membership, should a member consistently refuse to share with an event at their site, the State Board has the right to restrict access to future OpExChange Events.

**3.2.2 - Confidentiality:** It is the intent of the OpExChange that members will share information freely and openly without concern that proprietary or confidential information be disclosed outside the OpExChange membership. OpExChange members thereby agree to treat information received within the OpExChange as confidential and to use it only for their own internal Continuous Improvement purposes. Each member company hosting an event has the right to require attendees to sign confidentiality statements. Each member has the right to guard and protect its own confidential or proprietary information with the expectations that OpExChange members will abide by these confidentiality expectations. The host and the coordinator will review all requested attendees to review conflicts of interest and the host has the right to refuse admittance to events based upon competitive conflicts of interest.

**3.2.3 - Inactive Status or Termination:** If a member company cannot be active in the OpExChange (defined as not hosting events, not attending events, or not paying dues) it may be placed on Inactive Status. A company on inactive status may not vote or attend events and is not required to pay dues or host events. A company on inactive status will have to reapply to the State Board for readmission. Terminations of OpExChange member companies may be accomplished only with at least a two-thirds vote by the State Board and after at least 15 days' notice of such vote.

**Section 4 - Number of Members:** The number of member companies shall not be limited.

**Section 5 - Additional Plants:** Each member company is entitled to include all its plants in the OpExChange regions. See Article VI for dues payments. Only one representative of each company may be included in the State Board.

**Section 6 - SCMEP:** The SCMEP shall be a voting member of the OpExChange, with two seats on the State Board. SCMEP also shall have the role of handling funds for the OpExChange and arranging for a professional Coordinator for the OpExChange. The coordinator shall be compensated by SCMEP. If issues regarding performance of the coordinator arise, official complaints shall be provided directly to the SCMEP, and reviewed and voted on by the State Board.

**Section 7 - Coordinator:** The OpExChange Coordinator shall be an ex officio (non-voting) member of the OpExChange and an ex officio (non-voting) member of the State Board. The State Board is responsible for selecting the Coordinator based upon the recommendations provided by SCMEP, or by the recommendation of the Board. The Coordinator shall have the following roles:

- Maintain OpExChange by-laws and notify State Board of any potential infractions.
- Facilitate events and State Board meetings:
  - This includes generating and publishing the agenda and any other required material to ensure events are productive.
  - Recording and tracking minutes of Board Meetings
  - Coordinate Board activities and report on KPI's
- Assist potential new members through the application process.
- Coordinate and record attendance at OpExChange functions.
- Administer an annual benchmarking survey.
- Develop, implement, and enforce a process to ensure all OpExChange votes are consistent and in compliance with these by-laws.
- Other duties as assigned by the State Board.

**Section 8 – Voting:** Each member plant shall be eligible to exercise one vote per member plant in person, by proxy, or via e-mail, unless another provision requires a specific method of voting, in which case the specified voting method shall be used with each member company eligible to exercise one vote per member company in that manner.

**Section 9 – Terminology:** Whenever the terms “member plant,” “member company” or similar terms are used in these by-laws, they shall be read and interpreted as an active and current member of the OpExChange which is current on all financial obligations and which has complied with all duties, both fiduciary and as outlined in these by-laws.

#### **Article IV -- State Board:**

The State Board will be comprised of seven OpExChange member companies (one from each region and two discretionary), two representatives from the SCMEP, and two additional representatives that are not affiliated with an OpExChange member company. These two additional roles will be individuals who are aligned with the strategic focus of growth and engagement of the OpExChange across the state.

Duties of the board include:

- Screening new member applications per Article III, Section 2 above
- Reviewing and or auditing the financial books which shall be kept by SCMEP
- In working with the Coordinator, agreeing with, and setting the agenda for the OpExChange including events and meetings
- Approving selection of the OpExChange Coordinator
- Setting up and reviewing fee structures and dues on yearly basis

State Board representatives shall serve a term of three calendar years. State Board positions shall be opened to new representatives when terms expire. Additional State Board terms by representatives are allowed with prior approval from the Board, up to a maximum of 2 consecutive terms. The State Board membership shall not exceed eleven voting members.

The State Board shall be comprised of one President and one Vice President which will be voted on by the members of the State Board on a yearly basis. One member of the State Board filled by SCMEP will function as treasurer for the State Board.

Should a Board member be deemed to not fulfill the role of their position (defined as not attending meetings, not participating in committees, not paying dues, etc.) the State Board has the ability to remove a Board Member through unanimous vote.

Should a Board member leave their position early. the State Board may fill empty seats from the current members through unanimous vote. Board members taking their position from a vacant seat will serve for the balance of the originally defined term. The Board should attempt to fill vacant seats from the same region as the seat vacated. However, any vacant seat may be filled by any region.

The State Board shall meet as often as it deems necessary to conduct its business. The State Board shall schedule at least two general membership meetings each year, and a meeting must have 50% or greater attendance to have a quorum.

#### **Article V -- Meetings and Events**

**Section 1 - Scheduling Meetings and Events:** The State Board shall work with the Coordinator to define the type of events and find member facilities for the planning of events to match. The OpExChange Coordinator shall schedule and execute sharing events at member facilities as frequently as the membership demands and members are willing to host.

**Section 2 - Admittance to Events:** Nonmember companies may be admitted to OpExChange events, as a guest, at the discretion of the host company. Participation at events sponsored by members may be restricted at the discretion of the host company. Member companies who wish to bring employees from other locations within their company, but outside of their OpExChange regions, may do so as a



guest using the slot or slots allocated to them. The host and the Coordinator will review all requested attendees to review conflicts of interest and the host has the right to refuse admittance to events based upon competitive conflicts of interest.

**Section 3 - Training/Knowledge Events:** In addition to sharing events at member facilities, the OpExChange may conduct training or knowledge events for the benefit of its members. The Coordinator, SCMEP, technical colleges, and/or an outside resource will provide the training.

**Section 4 – Hosting Events:** It is the expectations that events are hosted at a member’s facility, and a plant tour is a portion of that event. However, it is understood that not all members have the space to accommodate this expectation so exceptions can and will be made to support all members in hosting events. Use of outside facilities for hosting events is acceptable in these cases.

#### **Article VI -- Dues and Finances**

**Section 1 - Dues:** OpExChange dues shall be \$800 per annum, payable to SCMEP for one plant. Existing members as of 2019 with multiple plants in the OpExChange will remain at \$400 per annum. Nonpayment of dues shall be cause for termination of membership in the OpExChange. Dues may be modified by a vote of the State Board with a majority approval of those voting required to modify the dues. At least 90 days’ notice will be given to all member companies of their new dues amounts.

**Section 2 - Financial Books:** SCMEP shall keep the financial books for the OpExChange and shall be responsible for collecting and disbursing funds.

**Section 3 - Fiscal Year:** The fiscal year for the OpExChange shall be the same as the calendar year (January – December).

#### **Article VII -- Amendment**

These by-laws may be amended by an affirmative vote of two-thirds of the member companies voting on the proposed amendment. Voting may be held in person or via e-mail at the discretion of the State Board. To amend these bylaws, a quorum of at least two-thirds of the member companies is required to (a) be present and vote or (b) vote via e-mail on or within one business day of the scheduled vote date. Proposed amendments may be introduced by any member in good standing. OpExChange membership must be given ten days’ notice of a vote on a by-law change.