Adopted November 13, 1980
Revised January 1, 2000
Amended March 29, 2001
Amended April 11, 2002
Amended March 5, 2003
Amended February 24, 2005
Amended March 26, 2009
Amended December 17, 2013
Amended February 8, 2019
Amended February 11, 2020

BYLAWS

of the

HEARTH, PATIO & BARBECUE ASSOCIATION

ARTICLE I

Name

The name of this organization is HEARTH, PATIO & BARBECUE ASSOCIATION, a District of Columbia not-for-profit corporation, hereinafter "the Association."

ARTICLE II

Principal Place of Business

The Association shall have and continuously maintain in the District of Columbia a registered office and a registered agent whose office is identical with such registered office and may have such other offices as the Board of Directors may from time to time determine.

ARTICLE III

Purposes

The purposes of the Association shall be to foster and promote the business interests of enterprises in the hearth, barbecue and patio industry including, but not limited to:

1. Encouraging the creation of new commercial opportunities;

2. Facilitating trade and commerce in the industry through trade shows and promotions;

3. Undertaking research and education activities to enhance the knowledge, skills, reliability and professionalism of individuals and businesses in the industry served by the Association, and to offer related education, training and services to members and to regulatory, testing, code, utility, technical, research, and other organizations and individuals;

4. Advocating the industry's interests with legislative, regulatory, testing, code, utility, technical, research, consumer and other entities and organizations whose activities may affect the industry and its members;

5. To undertake such activities and programs as shall be allowed by the laws of the United States and the District of Columbia or other jurisdictions where the Association may do business or where its members and affiliates are located.

ARTICLE IV

Membership

Section 1. Categories. The Association shall be composed of members in the following categories:

A. Manufacturer Category
B. Distributor Category
C. Retailer Category
D. Service Category
E. Associate Category
F. Manufacturers' Representative Category
G. Non-Profit Category

and such other categories and subcategories as the Board of Directors shall, from time to time establish, each with such dues levels as the Board of Directors shall establish. Any individual, partnership, association or corporation eligible for membership in more than one category or subcategory must become a member of the Association in that category or subcategory (i) which represents the primary business of the member or (ii) in the higher dues paying category or subcategory.

A. Manufacturer Category. Any sole proprietorship, partnership, association or corporation who manufactures, assembles, markets as a manufacturer or imports into the United States hearth, barbecue or patio related products shall be eligible for membership in the Manufacturer Category.

B. Distributor Category. Any sole proprietorship, partnership, association or corporation engaged in the wholesale distribution to dealers or builders or other channels of distribution of hearth, barbecue or patio related products shall be eligible for membership in the Distributor Category.

C. Retailer Category. Any sole proprietorship, partnership, association or corporation engaged in the sale to consumers of hearth, barbecue or patio related products shall be eligible for membership in the Retailer Category.

D. Service Category. Any sole proprietorship, partnership, association or corporation engaged in providing mechanical services relating to hearth, barbecue or patio related products shall be eligible for membership in the Service Category.

E. Associate Category. Any sole proprietorship, partnership, association or corporation having a commercial interest in hearth, barbecue or patio related products shall be eligible for membership in the Associate Category.

F. Manufacturers' Representative Category**.** Any sole proprietorship, partnership, association or corporation engaged in providing independent sales representation for manufacturers of hearth, barbecue or patio related products shall be eligible for membership in the Manufacturers' Representative Category.

G. Non-Profit Category. Any sole proprietorship, partnership, association or corporation having a non-profit, non-commercial interest in hearth, barbecue or patio related product***s*** shall be eligible for membership in the Non-Profit Category.

Section 2. Affiliates. All categories, other than manufacturers and those subcategories of the Associate Category defined by the Board of Directors in the United States and Canada, shall join the Association by becoming members of the affiliated organization approved by the Board of Directors to represent members in that geographic area, pursuant to the terms and conditions of the Affiliation Agreement between the Association and the affiliated organization and of the Bylaws and membership requirements of that organization. Manufacturing members and those companies that are Associate Subcategory members of the Association shall be eligible to participate as a full member of any or all affiliates at no additional cost above payment of regular membership dues to HPBA, except that since HPBA dues are based on US sales only, manufacturers must pay separate membership dues to HPBA-Canada to participate as a member of the Canadian affiliate. At its discretion, the Board of Directors may choose to combine manufacturer dues for HPBA and HPBA-Canada into one dues payment to HPBA. An agreed portion of which shall be forwarded to HPBA-Canada, using a dues schedule based on North American Shipments. Each manufacturer wishing to participate as a full member of any or all affiliates shall name one of the manufacturer's employees as the representative of that company for the affiliate's records. Additional representatives of such manufacturer can participate as a full member of an affiliate upon the payment of an annual fee as determined by the affiliate and approved by the HPBA Board of Directors.

Section 3. Voting. Each member of each category except for the Non-Profit Category shall be entitled to one vote on all matters brought before that category or before the entire Association. 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 brought before the membership for vote, a majority of those voting shall prevail. All matters of business of the

Association, except as otherwise specified in these Bylaws, may be submitted to the members on a mail or facsimile ballot by direction of the Board of Directors, provided that a thirty-day (30) period shall be permitted for voting. On all mail or facsimile ballots, a majority of the members voting shall prevail.

Section 4. Admission to Membership. Application for membership as a manufacturer shall be made in writing on such form as may be approved by the Board of Directors and accompanied by the applicable enrollment fee as established by the Board of Directors; upon admission to membership in the Association, each manufacturer member shall also become a member of each and every Product Section with respect to which the manufacturer produces an applicable product or provides a service. Application for membership as a U.S. or Canadian non-manufacturer shall be made in writing on such form as may be approved by the affiliated organization and accompanied by the applicable enrollment fee as established by the affiliated organization subject to review of the HPBA Board of Directors to ensure that they are not unreasonable or discriminatory. Application for membership as a non-manufacturer outside the United States or Canada shall be made in writing on such form as may be approved by the Board of Directors of the Association and accompanied by the application enrollment fee as established by the Board of Directors. If a non-manufacturer is not accepted for membership by an affiliated organization, that individual or company may appeal the action of the affiliated organization to the Board of Directors of the Association, and the decision of a majority of the Board of Directors of the Association shall be binding upon the affiliated organization.

Section 5. Suspension and Expulsion. Any member may be suspended or expelled by the Association or the affiliated organization for nonpayment of dues or assessments, including assessments established by Product Sections. Except for nonpayment of dues or assessments, a member may only be suspended or expelled for due cause upon a majority vote of the Board of Directors of the Association in the case of a manufacturer, or by the Board of Directors of an affiliated organization in the case of a non-manufacturer. The Board of Directors of the Association or the affiliated organization shall provide notice to a member prior to suspension or expulsion for due cause, and a hearing shall be provided if requested by the member. If a non-manufacturing member is suspended or expelled by an affiliated organization, that member may appeal the action of the affiliated organization to the Board of Directors of the Association, and the decision of a majority of the Board of Directors of the Association shall be binding upon the affiliated organization.

Section 6. Product Sections. The Board of Directors may establish Sections for categories of products manufactured by the Association's manufacturer members. Each manufacturer member of the Association shall automatically become a member of each product Section for which it manufactures an applicable product; disputes regarding a member company's appropriate Section membership(s) shall be resolved finally and exclusively by the Board of Directors. Each test laboratory member of the Association shall automatically become a member of each product Section with respect to which it tests an applicable product. Each such Section shall have a Charter, approved by the Board of Directors, and shall meet at least once per year in person and at least twice per year overall. All members of the Association whose business is within the scope of a Section shall be notified of all meetings of the Section and shall, if in good standing, be eligible to participate in the business of such Section. Those members of the Association that qualify for participation in a Section shall regularly elect a chairperson to provide leadership for the Section, as set forth in the Charter of such Section. Each Section shall track issues of interest to the Section's applicable product category and may initiate and manage such programs as the Section shall agree upon, provided that each such program has been (i) approved by a two-thirds vote of the Section at a meeting attended by, or in a ballot participated in by, at least one-fourth of the Section members, and (ii) thereafter reviewed and approved by the appropriate standing committee of the Association. Unless otherwise approved by the Board of Directors in a specific case, all Section programs shall be funded exclusively by the members of the Section, in a manner determined by a two-thirds vote of the Section. All other votes of the Section shall be conducted subject to procedures prescribed by the Section. If the appropriate standing committee of the Association concludes that a Section's proposed program does not comport with the Association's policies or for other reasons should not be supported, the standing committee may decline to approve the program; any rejection of a proposed Section program by a standing committee may be appealed to the Board of Directors for review and action.

ARTICLE V

Meetings of Members

Section 1. There shall be an Annual Meeting of the members and such other meetings of the members as the Executive Committee may direct, the dates and sites to be set by that Committee, subject to the approval of the Board of Directors.

Section 2. Members shall be notified of meetings not less than ten (10) or more than forty (40) days in advance in writing.

Section 3. A quorum shall be deemed present at the Annual Meeting or other membership meetings if at least fifty voting members are present.

ARTICLE VI

Board of Directors

Section 1. Manufacturing Category Directors**.** Only the members of the manufacturing category shall elect directors from their category to serve on the Board of Directors. There shall be eight members each serving a three-year term. Three Directors shall be elected in each of the first and second years of a three-year cycle and two elected in the third year of the cycle. Directors from this category may not designate any other person to serve as an alternate with voting privileges should such Directors be unable to participate in a meeting of the Board of Directors when a vote may be called.

Section 2. Regional Directors and Nonvoting Regional Representatives. For the purpose of representing the affiliate organizations within a region, a Regional Director shall be selected by the non-manufacturer members of the region to represent the affiliate(s) in each of the following regions:

Region I.	CT; MA; ME; NH; NY; RI; VT
Region II.	DC; DE; MD; NJ; PA
Region III.	AL; FL; GA; NC; SC; TN; VA
Region IV.	KY; MI Lower Peninsula; OH, WV
Region V.	IL; IN; KS; MO
Region VI.	IA; MI Upper Peninsula; MN; ND; NE; SD; WI
Region VII.	AR; LA; MS; OK; TX
Region VIII.	AZ; CO; NM; UT; WY
Region IX.	AK; ID; MT; OR WA
Region X.	CA; HI; NV
Region XI.	Canada

Each region with more than one affiliate shall select a Nonvoting Regional Representative. The Nonvoting Regional Representative shall be a member of the affiliate that does not have the Regional Director as its member. Each region with one affiliate may select a Nonvoting Regional Representative. Nonvoting Regional Representatives shall be selected at the same time as the Regional Directors. Each region shall notify the Board immediately upon the selection of a Regional Director and/or a Nonvoting Regional Representative. Nonvoting Regional Representatives shall not be entitled to vote on any matters coming before the Board of Directors, even if the Regional Director should be unable to attend a Board meeting.

Regional Directors and Nonvoting Regional Representatives may be representatives of members of HPBA in any class or category of membership. The term of Regional Directors and Nonvoting Regional Representatives shall be three years. Four Regional Directors and their corresponding Nonvoting Regional Representatives, if any, shall be selected in each of the first and second years of a three-year cycle and three shall be selected in the third year of the cycle.

Section 3. At-Large Directors. In addition, there shall be two Directors elected at-large from among the members of any region. At-Large Directors shall serve a three-year term. One At-Large Director shall be elected in each of the first and second years of a three-year cycle. Directors from this category may not designate any other person to serve as an alternate with voting privileges should such Directors be unable to participate in a meeting of the Board of Directors when a vote may be called.

Section 4. Term of Office. The term of office of each Director shall be three years. Directors may be elected to no more than two consecutive terms of office. If the term of the immediate past Chairperson expires at the end of his/her term of office, that individual shall sit on the Board of Directors in an ex officio capacity for one year in a non-voting capacity. The term of a Director may be extended on the Board if elected to serve as an officer.

Section 5. Nomination and Election. A Nominating Committee consisting of three members of the Manufacturers Category and two Regional Directors shall be appointed by the Chairperson of the Association, subject to the approval of the Board of Directors, not less than one hundred and twenty (120) days before the Annual Meeting of the Association. The Nominating Committee shall nominate candidates for election to the Board for the 8 Manufacturer seats and the 2 at-large seats. The Committee shall submit to the membership its written report not later than ninety (90) days before the Annual Meeting.

The Members of the Affiliate and any other affiliate within regions defined by the HPBA Bylaws shall select one full voting Director from among their members to serve on the HPBA Board of Directors. Where there is more than one affiliated organization within a region, the President of the Board of each affiliated organization in the region shall appoint an equal number of members to a Nominating Committee for that region to select the Director. If the Nominating Committee nominates more than one candidate, the names of the candidates shall be submitted to the members of all of the affiliates in that region for election by majority vote.

Any additional nominations for election to the Board to represent the Manufacturer Category must be made by five (5) or more voting members of that category. Any additional nominations for election to the Board to fill the At-Large position must be made by five (5) or more voting members. Such nominations shall be submitted in writing to the President of the Association not less than seventy-five (75) days before the Annual Meeting. These nominations shall be included on the official ballot. There will be no write-ins on the official ballot. All nominees must agree to serve on the Board prior to distribution of the official ballot.

Not later than sixty (60) days prior to the Annual Meeting, the President shall mail to the members in the Manufacturer Category an official ballot to elect the Manufacturer Category Directors. Also, not later than sixty (60) days prior to the Annual Meeting, the President shall mail to all members an official ballot to elect the At-Large Director. Voting shall be by return mail to the President. Official balloting shall close thirty (30) days prior to the Annual Meeting, at an exact date and time to be announced by the President at the time the official ballots are mailed. The candidate(s) receiving the largest number of votes shall be elected. Tie votes shall be decided by a second ballot. Directors shall assume office at the conclusion of the Annual Meeting.

Section 6. Powers 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 Association; to approve by a two-thirds majority annual budgets of expenditures and amendments thereto; to have charge of all property of the Association; and to perform all other acts necessary or proper to carry out the work of the Association.

Section 7. Meetings. The Chairperson shall call meetings of the Board of Directors as the occasion warrants, provided that that Board must meet at least twice each year. The Chairperson must 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. Reasonable notice of all meetings shall be provided.

Section 8. 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 of a quorum, except that a two-thirds majority vote of a quorum shall be required for decisions relating to the Association's budget, Bylaw amendments and matters related to EXPO including, but not necessarily limited to, budget, location and days of rotation.

Section 9. Interim Action. The Board of Directors may take official action on any matter in the interim between meetings by mail or telephone ballot confirmed by mail by a majority vote of the Board.

Section 10. Vacancies. Any vacancy in a Manufacturer or At-Large seat occurring on the Board of Directors shall be filled by appointment of the Chairperson with the approval of a majority of the remaining members of the Board of Directors. Any vacancy occurring in a Regional Director seat shall be filled by appointment of the chairperson(s) of the affiliate(s) within the Region**.** A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor.

If 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 Chairperson the forfeiture is waived.

A director who changes employment or region shall automatically submit his/her resignation to the Chairperson. The Chairperson shall accept or reject the resignation with the advice and consent of the Executive Committee.

The following provisions in this paragraph are effective for all members who join the Board of Directors on or after September 22, 2001. No two board members shall work for the same company, including subsidiaries and parent companies. If, due to changes in employment, two board members work for the same company, one such board member must submit his/her resignation from the board immediately.

ARTICLE VII

Officers

Section 1. Number. The elected officers of the Association shall be a Chairperson, a Vice Chairperson, a Secretary and a Treasurer, all of whom 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 (except for the Treasurer) shall hold office for one (1) year or until their successors are duly elected and installed. The Treasurer shall be elected for a three-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 or retain a President, who shall be an officer of the Association, legal counsel, and other staff assistants on a part or full time basis, and may assign responsibility and authority for the proper and effective direction of the affairs of the Association. The Board of Directors, at its discretion, may hire such outside consultants or staff, as it may consider appropriate.

ARTICLE VIII

Duties of Officers

Section 1. Chairperson. The Chairperson of the Board of Directors shall preside at all meetings of the Association and all meetings of the Board of Directors; shall appoint 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 Chairperson. The Vice Chairperson shall assume the duties of the Chairperson at the latter's request or absence and shall succeed to the chairmanship if that office shall become vacant.

Section 3. Secretary. The Secretary of the Association shall attend meetings of the Association and of the Board of Directors and keep an accurate record of the proceedings thereof; 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/her by law, by vote of the Board of Directors or by these bylaws. The Secretary may delegate these duties in a reasonable manner.

Section 4. Treasurer. The Treasurer shall oversee and properly account for the receipt and expenditure of all funds of the Association; 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 these duties in a reasonable manner.

Section 5. President. The President shall be an employee of or retained by the Association and hired with the approval of the Board of Directors and be responsible to the Board of Directors for the performance of such administrative and executive duties as may be delegated to him/her by the Chairperson and/or other officers. He/she shall 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 Association.

ARTICLE IX

Committees

Section 1. Executive Committee. The Chairperson, Vice Chairperson, Secretary, Treasurer, and one additional Board member selected by the full Board of the Association shall constitute an Executive Committee to be vested with such authority as may be directed by the Board of Directors. In addition, the immediate past chairperson of the Association shall be a member of the Executive Committee in a non-voting capacity. The Executive Committee shall manage the affairs of the Association in the interim between meetings of the Board of Directors. The Executive Committee shall have the authority to engage and discharge the President of the Association with the approval of the Board of Directors and shall act as the Review and Compensation Committee for the President.

Section 2. Additional Committees. The Board of Directors may form additional standing committees to oversee and perform the work of the Association as may be appropriate. The Board shall approve the charter for any such committees including designation of size of the committee; qualifications, term and appointment process for the committee chairperson and members; and scope of the committee's responsibility and authority. In addition, the Board of Directors may, from time-to-time, form committees or task forces at its discretion that are assigned specific tasks or activities and whose existence will terminate when their tasks are completed.

ARTICLE X

General Provisions

Section 1. Dues. Enrollment fees, dues and assessments for manufacturers and for non-manufacturers outside the United States and Canada shall be established by the Board of Directors of the Association. Enrollment fees, dues and assessments for non-manufacturers in the United States and Canada shall be established by the affiliate organization serving the area in which the member is located, subject to review of the Board of Directors of the Association to ensure that they are not unreasonable or discriminatory.

Section 2. Procedure. In the absence of any special rules of procedure, Robert's Rules of Order shall be the guide of the Association in all matters of parliamentary practice.

Section 3. Fiscal Year. The fiscal year of the Association shall be established by the Board of Directors. The fiscal year of all affiliate organizations shall correspond to the fiscal year designated by the Board of Directors for the Association.

Section 4. Indemnification. The Association shall indemnify any and all of its current staff or former officers, directors, committee members, agents and staff against expenses, judgements, 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 Association, to the full extent permitted by law.

Section 5. Insurance. The Association shall purchase and maintain adequate insurance on behalf of the Association and affiliates and any person who is or was serving the Association and affiliates as an officer, director, committee member, agent or staff against any liability or claim asserted against the Association whether or not the Association would have the power to indemnify such person(s) in such liability or claim.

ARTICLE XI

HEARTH Education Foundation

Section 1. Purpose. The Association shall support and maintain the HEARTH Education Foundation, a not-for-profit foundation, which shall be a separately incorporated entity organized for the purposes of promoting public safety, enhancing the knowledge, skills, reliability and professionalism of individuals and businesses in the hearth, barbecue and patio industry served by the Association and offering related education, training and services to legislative, regulatory, testing, code, certification, safety, utility, technical, research, consumer and other entities and organizations and individuals.

Section 2. Scope and Authority. The Foundation shall have the authority and responsibility to develop and implement education and training programs relating to the scope and purposes of the Association, and to oversee and approve any credential programs relating to the knowledge, skills and qualifications of individuals and businesses in the industry. The programs of the Foundation shall be made available under reasonable terms and conditions to all individuals and businesses in the industry and to other interested parties.

Section 3. Governance and Operation. The Articles of Incorporation and Bylaws of the Foundation shall be adopted and amended from time to time by the Board of Governors of the Foundation but must be submitted to and approved by the Board of Directors of the Association before they become effective. The programs and activities of the Foundation shall be directed by the Board of Governors of the Foundation as defined in the Foundation's Bylaws. The members of the Foundation's Board of Governors shall be recommended by the Board of Governors of the Foundation and appointed by the Chairperson of the Association with the approval of the Board of Directors of the Association. The administration and operation of the Foundation's programs shall be implemented by the staff of the Association under such staffing arrangements as shall be determined by the Chairperson and President of the Association in consultation with the Board of Governors of the Foundation.

ARTICLE XII

Amendments

Section 1. Proposed Amendments. A proposed amendment to the bylaws of the Association may be initiated by a two-thirds majority vote of a quorum of the Board of Directors, or by a petition submitted to the Secretary and signed by not less than 15 percent (15%) of the voting members of the Association. If a proposed amendment is initiated by petition, the Board of Directors must submit the proposed amendments 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 two-thirds majority vote of a quorum of ten (10) percent of the members. Proposed amendments must be submitted to the membership in writing at least thirty (30) days in advance of the 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 XIII

Dissolution

The Association shall use its funds and assets only to accomplish the objects and purposes set forth in the Articles of Incorporation and Bylaws and no part of these funds and assets shall inure or be distributed to the members of the Association. On dissolution of the Association, any funds or assets remaining after payment of the Association's obligations shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations or business leagues, consistent with the provision of the Internal Revenue Code and laws of the District of Columbia then governing the Association as a business league exempt from federal taxation.