

Revision 3, October 14, 2008

CONSTITUTION AND BY-LAWS
OF
THE ASSOCIATION OF NORTH AMERICAN INDEPENDENT LABORATORIES
FOR PROTECTIVE EQUIPMENT TESTING

ARTICLE 1

NAME AND OBJECT OF ASSOCIATION

SECTION 1. This Association shall be known as the Association of North American Independent Laboratories for Protective Equipment Testing (hereinafter referred to as the Association).

SECTION 2. The purpose and objects of the Association shall be as follows:

- a) To strive collectively to establish a more harmonious understanding and relationship between its members; to foster reasonable and just regulations by City, State and/or other governmental agencies and bodies authorized to supervise business activities of Association members; to resolve problems affecting the general welfare of the protective equipment industry; to foster and promote the adoption of constructive legislation for the benefit of its member employers engaged in the protective equipment testing industry; to keep its members informed of pending matters of interest to the membership.
- b) To support the voluntary consensus standards process promulgated by the American Society for Testing and Materials (ASTM/ANSI), and similar organizations, to render services to ASTM/ANSI in areas of research, technical matters and the dissemination of information and advice with respect to problems confronting the protective equipment testing industry or industries related to or allied with the protective equipment testing industry, including; but not limited to advice and assistance with the fields of legislations, pollution control, environmental control, engineering specifications, problems of taxation, and service in all areas which may be of interest to the Association, all of which is to be provided for the Association and for the mutual benefit of its members.
- c) To foster and promote unity, stability, efficiency and fairness in the protective equipment testing industry and in those industries affecting the protective equipment testing industry.
- d) To advertise and disseminate information for the best interest and welfare of the members in the pursuit of their business.
- e) To gather information to help in the development of methods to improve economy and labor efficiency in testing procedures.

- f) To publish papers and reports disseminating knowledge and advice of value to the members and their customers; and to encourage a mutual exchange of knowledge and experience.
- g) To engage in any lawful act or activity for which non-stock corporations may be empowered under the General Statutes of the State of Iowa.
- h) To enhance moral and ethical professionalism in performing any testing assignment and evaluation, and to oppose incompetent and fraudulent inspecting and testing analysis; and to accept assignments only within the firm's capability to accurately and successfully complete.

ARTICLE II

OFFICES OF THE ASSOCIATION

The Association shall maintain a principal office which shall be located at an address selected by the Board of Directors and may have such other offices as the Board of Directors may determine are required by the affairs of the Association from time to time.

The Association shall have and continuously maintain in the State of Iowa a registered office and a registered agent as required by the General Statutes of the State of Iowa. The registered office may be, but need not be, identical with the principal office and the address of the registered office and may be changed from time to time by the Board of Directors.

ARTICLE III

MEMBERSHIP

SECTION 1. 1. Active membership shall be open to any company doing business in the protective equipment testing industry.

There are five distinct classifications of members: Fully Accredited Members; Associate Members; Utility Members; Individual Members and Corporate Members.

Fully Accredited Members must meet the following qualifications:

- a) They shall be regularly engaged in the testing and/or maintenance of protective equipment and electrical materials, devices, or appliances, for the purpose of preventing injury to persons or damage to property and other equipment.
- b) They shall be engaged in such practice for a minimum of two (2) years. They must have a minimum of one (1) test technician meeting the requirements of test technician as defined by the Association.
- c) They must be fully accredited to the NAIL for PET accreditation standards. (These standards can be modified from time to time by the Board of Directors.)

- d) They must be able to prove financial responsibility.
- e) They must agree to perform all work to the Standards of ASTM/ANSI or equal and to all higher standards set by NAIL for PET.
- f) Members shall have an established commercial location from which they transact business with the public on a full time basis with a sign displayed announcing the character of their business and where they normally perform protective equipment testing.
- g) Members shall have no managerial affiliation with regulated utilities, producers, suppliers, or vendors. They have a sufficient breadth of interest or activity, so that the loss or award of a specific contract would not be a substantial factor in the financial well being of the laboratory.
- h) The employment security status of the personnel of the laboratory is free of influence or control of manufacturers, suppliers and vendors.

Associate Membership must meet the following qualifications:

- a) They shall be regularly engaged in the testing and/or maintenance of protective equipment and electrical materials, devices, or appliances, for the purpose of preventing injury to persons or damage to property and other equipment.

Associate Members can be an independent test laboratory which can function as an unbiased testing authority, professionally independent of the regulated utilities or manufacturers of equipment of a type evaluated by the testing organization. They do not need to be fully accredited to the NAIL for PET accreditation standards.

- b) They shall be engaged in such practice when application for Associate Membership is received. They shall have a maximum of 3 years from date of application to become a Fully Accredited Member; otherwise the Associate Membership will be withdrawn. They must have a minimum of one (1) test technician meeting the requirements of test technician as defined by the Association when they are eligible to become a Fully Accredited Member.
- c) They must be able to prove financial responsibility.
- d) They must agree to perform all work to the Standards of ASTM/ANSI or equal and to all higher standards set by NAIL for PET.
- e) Associate Members may become fully Accredited Members upon being accredited to the NAIL for PET certification program.

Utility Membership must meet the following qualifications:

- a) They shall have a facility engaged in the testing and/or maintenance of protective equipment and electrical materials, devices, or appliances, for the purpose of preventing injury to persons or damage to property and other equipment.
- b) They shall be engaged in such practice for a minimum of two (2) years. They must have a minimum of one (1) test technician meeting the requirements of test technician as defined by the Association.
- c) They must agree to perform all work to the Standards of ASTM/ANSI or equal and to all higher standards set by NAIL for PET.
- d) Utility Members do not need to be fully accredited to the NAIL for PET accreditation standards.

Individual Members

- a) Individual Members can be individuals associated on a full time basis with an independent testing organization.
- b) Individual Members may
 - a. be recognized in the Electrical Industry as a person that has contributed to the advancement of the Protective Equipment Testing Industry or has the knowledge and experience to contribute to the Associations objectives.
 - b. be a Specifying engineer.
 - c. be an Electrical inspector.

Corporate Membership must meet the following qualifications:

- a) They shall be regularly engaged in selling goods and services to companies that test and/or maintain protective equipment and electrical materials, devices, or appliances, for the purpose of preventing injury to persons or damage to property and other equipment.

SECTION 2. The protective equipment testing company desiring to become a member of the Association shall make application for membership on a form supplied by the Association. The application shall contain an agreement binding the applicant, if elected to membership in the Association, to be governed by its Articles of Incorporation and By-Laws and Amendments thereto; to obey and comply with all lawful agreements, decisions, orders, rules and regulations of this Association. The member application fee shall be set by the Board of Directors and approved by a 2/3 majority of the voting members in attendance at any scheduled meeting of the membership.

SECTION 3. All applications for membership shall be approved or disapproved by the Board of Directors. An affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors shall be required for election to membership.

SECTION 4. Each company accepted into membership shall be allowed only one (1) membership in the Association, regardless of the member classification, number of operations and/or entities which are affiliated with the said company, whether in the form of subsidiaries, divisions or otherwise related.

SECTION 5. ACCREDITED MEMBER REPRESENTATIVES. Each Fully Accredited member of the Association shall have one (1) Member Representative in the Association, regardless of the number of operations and/or entities which are affiliated with the said electrical testing company, whether in the form of subsidiaries, divisions or otherwise related.

SECTION 6. Only Fully Accredited Member Representatives shall be eligible to vote in Association affairs, hold office, be members of the Board of Directors, serve as committee chairmen and exercise all the rights of membership. No more than one (1) Fully Accredited Member Representative may serve as an Association officer, Director or committee chairman at any one time, or cast his member's ballot in any vote by the membership.

SECTION 7. Rights of Fully Accredited Member includes the right to use and display the NAIL for PET logo and membership affiliation on any correspondence, promotional literature or web site.

SECTION 8. Rights of ASSOCIATE MEMBER, UTILITY MEMBER, INDIVIDUAL MEMBER and CORPORATE MEMBER

a) Associate Members, Utility Members, Individual Members and Corporate Members shall have all rights and privileges of a member except for the following:

- 1) Use of the NAIL for PET logo on any correspondence, promotional literature or web sites. (Use of the logo or reference to Association membership if not fully accredited by NAIL for PET will terminate membership in the Association.)
- 2) Right to hold office.
- 3) Right to hold seat on Board of Directors.
- 4) Right to vote.

b) Associate Members, Utility Members, Individual Members and Corporate Members will be invited to all 'general' meetings and will be encouraged to accept positions as Committee Members. It is the desire of the Association to seek qualified applicants from Associate Members and Corporate Members to actively participate in the upgrading and advancement of our industry.

c) Candidates for Associate Members, Utility Members, Individual Members and Corporate Members should be submitted by a member of the Association along with a brief description of their qualifications and experience.

SECTION 9. RESIGNATION; Membership in this Association shall be cancelled on sixty day (60) written notice to the President.

SECTION 10. DISCIPLINE; Any member may be censured, suspended or expelled for failure to comply with the aims or purposes of the Association as herein defined or of any By-Law, rule, regulation, order or resolution of the Association, or nonpayment of dues/fees, or because said member has been guilty of conduct deemed by the Board of Directors to be prejudicial to the best interests of the Association or its members. Suspension or expulsion or any combination of them, shall be by a two-thirds (2/3) vote of the Board of Directors.

SECTION 11. ARBITRATION OF DISPUTES; By executing an application for membership in the Association and by becoming a member of this Association, each member agrees to submit to arbitration disputes under the Arbitration Rules of the American Arbitration Association. Any costs associated to arbitration will be bourn by the losing party.

SECTION 12. Members of the Association shall support said Association financially in such manner as shall be agreed upon by the Board of Directors.

SECTION 13. The By-Laws are a contract and agreement by each member not only in favor of the Association, but also expressly for the benefit of, and in favor of, the member and every other member of the Association.

SECTION 14. Upon written request signed by an expelled member and filed with the Secretary, the company may be reinstated to membership by the affirmative vote of a majority of the members of the Board of Directors upon such terms as the Board of Directors deems appropriate.

SECTION 15. The rights, privileges and obligations of a member of the Association shall not be assigned or be subject to any rights, levy, attachment or transfer.

ARTICLE IV

MEMBERSHIP MEETINGS

SECTION 1. Fully Accredited Members holding one-third (1/3) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the Fully Accredited members present may adjourn the meeting from time to time without further notice.

SECTION 2. At all meetings of the members of this Association, the following order of business shall be observed: Call to Order; Roll Call; Reading of Minutes; Reading of Communications; Reports of Officers; Reports of Committees; Unfinished Business; New Business; and Adjournment.

SECTION 3. The meetings of the Association shall be governed by the parliamentary rules set out in Roberts Rules of Order, except as the rules may be modified by the Articles of Incorporation and By-Laws, or by proper action of the Association and its members.

SECTION 4. The regular, or Annual Meeting of this Association shall be held around the month of October of each year at a time and place as determined by the Board of Directors, for the purpose of electing members as may come before the meeting.

SECTION 5. Special meetings of the members may be called by the President or the Board of Directors.

SECTION 6. Written notice, stating the place, the day and hour of any meeting of members, shall be delivered, either personally, by mail, or e-mail to each member entitled to vote at such meeting, not less than ten (10) days nor more than sixty (60) days before the date of the meeting, or at the direction of the President or the Board of Directors. In case of a Special Meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Association with postage thereon prepaid.

It shall be the responsibility of each member to advise the office of the Association of any change of address and of his current telephone number and e-mail address.

A written waiver of notice signed by a member shall be equivalent to the giving to such member of the notice waived thereby.

SECTION 7. The Board of Directors may designate any place as the place of meeting for any Annual Meeting or for any Special Meeting that may be called. But, if all of the members shall meet at any time and place and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 8. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 9. Proxy voting as such shall not be allowed at any meeting of the members, but voting by the Fully Accredited Member Representative shall be permitted as and to the extent provided in these By-Laws.

SECTION 10. A complete and current list of members of the Association shall be regularly maintained and kept on file and available for inspection by any member at the President's office of the Association for a period of at least five (5) days prior to each meeting.

SECTION 11. Any action which may be taken at a meeting of members may be taken without a meeting, if consent in writing, setting forth the action so taken or to be taken, is signed by all the persons who would be entitled to vote upon such action at a meeting, or by their duly authorized representatives(s).

SECTION 12. As provided in the Certificate of Incorporation of the Association, any action upon which members are entitled to vote may be voted upon by mail if written notice of the proposed action is sent to each person known to be entitled to vote on such action as a member of the Association. Said written notice shall state: the name of the Association; the nature of the proposed action which is to be voted upon, the mailing address to which the ballot is to be returned in order to register a vote; the effective voting date which shall be a date no less than seven (7) and no more than twenty (20) days following the date upon which said written notice is delivered or mailed to the members. Each ballot, which is received at the mailing address designated in the written notice upon or prior to the aforesaid effective voting date and which properly indicates a vote for or against the proposed action, shall be equivalent to the attendance at a meeting of members by the member who signed such ballot. The proposed action shall be the action of the members only if a majority of the ballots received, completed and signed as hereinabove provided, shall each indicate an affirmative vote in favor of the proposed action and further providing that the provisions for a quorum, specified herein, have also been met.

ARTICLE V

VOLUNTARY SUPPORT PLEDGES

SECTION 1. The Association may elicit voluntary financial contributions from its members and others in the form of Voluntary Association Support Pledges in such amounts as the Board of Directors may direct.

ARTICLE VI

DIRECTORS

SECTION 1. The affairs of the Association shall be managed by its Board of Directors.

SECTION 2. The Association shall have no less than four (4) nor more than nine (9) Directors, who shall be elected by the members at the Annual Meeting of the Association. As the terms of the Directors on the Association's first Board of Directors expire, the ratio for determining the number of Directors shall be: four (4) Directors for the first thirty (30) MEMBERS; AND ONE (1) ADDITIONAL Director for each additional ten (10) members, not to exceed the maximum of nine (9) Directors.

Subject to the provisions of Article VI, Section 2, of these By-Laws, no person shall be eligible to be elected to, or to serve upon, the Board of Directors unless he is a member of the Association.

SECTION 3. The term of office of each Director shall be for a period of three (3) years, or until his successor is elected and qualified; provided, however, that the Directors elected at the first Annual Meeting may be elected for a term of one (1) year, two (2) years, or three (3) years, as determined by the members at the Annual Meeting, so that after the first Annual Meeting the terms of only that portion of the total number of Directors which is or most nearly approximates one-third (1/3) of the total number of Directors shall expire in any one (1) year.

SECTION 4. The President shall appoint, subject to the approval of the Board of Directors, a Nominating Committee consisting of two (2) members, one of whom he shall designate as Chairman, who shall meet at least fifteen (15) days prior to the date of the Annual Meeting, for the purpose of nominating a list of eligible candidates for membership on the Board of Directors. The Committee may nominate more than one (1) person to fill any Annual Meeting. Other nominations may be made from the floor. A member need not be present to be nominated. Election shall be by written ballot when more than one (1) person is nominated for any opening.

SECTION 5. Vacancies occurring in the Board of Directors shall be filled by the remaining Directors of qualified persons who will hold office for the remainder of the vacated term.

SECTION 6. A regular Annual Meeting of the Board of Directors shall be held without other notice than these By-Laws, immediately before and at the same place as the Annual Meeting of Members. The Board of Directors may provide by Resolution the time and place, either within or without the State of Iowa, for the holding of additional regular meetings of the Board without other notice than such Resolution.

SECTION 7. Special Meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call Special Meetings of the Board may fix any place, either within or without the State of Iowa as the place for holding any Special Meeting of the Board called by them.

SECTION 8. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 9. Notice of any Special Meeting of the Board of Directors shall be given at least three (3) days previously thereto by written notice delivered personally or sent by mail, e-mail or telegram to each Director at his address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed delivered when the telegram is delivered to the telegraph company. Any Directors may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting,

except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or Special Meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

SECTION 10. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the board of Directors unless the act of a greater number is required by law or by these By-Laws.

SECTION 11. Any action required by law to be taken at a meeting of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the Directors.

SECTION 12. A Director may participate in any regular or Special Meeting of the Board, other than the Annual Meeting for the election of officers by means of conference, telephone or similar communications equipment enabling all Directors participating in the meeting to hear one another. Participation in a Board meeting pursuant to this Section shall constitute "presence" at such meeting for purposes of the quorum and voting requirements set forth in Article VI, Section 8 and 10.

SECTION 13. The Board may designate two (2) or more of its members to constitute a committee. To the extent provided in the resolution of the Board, such Committee shall have and may exercise the powers of the Board in the management of the activities, property and affairs of the Association, and shall keep records of its acts and proceedings and report the same to the Board as and when required.

ARTICLE VII

OFFICERS

SECTION 1. The officers of this Association shall be the President, Vice President, Secretary, Treasurer and such other Officers as may be elected or appointed in accordance with the provisions of this Article.

SECTION 2. Officers of this Association shall be elected bi-annually by the membership from among its members at the Annual Meeting. New offices may be created and filled at any meeting of the Board. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified.

SECTION 3. The duties of the Officers of the Association shall be as follows:

- a) President – The President shall preside at all meetings of the Association and at all meetings of the Board. He shall in general supervise and control the affairs of the Association. He shall at all times have the right to vote and shall be an ex-officio

member of all committees of the Association. He may sign, with the Secretary or any other proper Officer of the Association authorized by the Board of Directors; any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these By-Laws or by statute to some other Office or Agent of the Association; and in general he shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Board from time to time.

- b) Vice President – In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting,
- c) Secretary – The Secretary shall be a secretary and voting member of the Board and ex-officio secretary of all Committees. He shall keep a correct record of all proceedings in books prepared for that purpose and shall give proper notice of all meetings of the Association, Board and Committees. When authorized by the Board, he may sign checks drawn upon the account of the Association. He shall take charge of all goods, papers and other documents belonging to the Association. He shall receive all applications for membership, notify all applicants of their election or rejection, he shall perform all other duties belonging to his department or required by him by the President of the Board. His books and records shall be open at all times for inspection by the Association.
- d) Treasurer – The Treasurer shall collect all money due the Association. When authorized by the Board; he may sign checks drawn upon the account of the Association and he shall keep the accounts of the Association in a bank or banks authorized by the Board. He shall take charge of all books or other documents belonging to the Association as required of him by the President of Board. His books and records shall be open at all times for inspection b the Association.

SECTION 4. Any Officer elected or appointed by the Board may be removed by the Board whenever in the judgment of the Board the best interests of the Association will be served thereby.

SECTION 5. A vacancy in any office may be filled by the Board for the unexpired portion of the term.

ARTICLE VIII

COMMITTEES

SECTION 1. The Board, by Resolution adopted y a majority of the members thereof in office, may designate and appoint from among its members an Executive Committee and one (1) or more other Committees, which Committees to the extent provided in said Resolution, shall have and exercise the authority of the Board in the management of this

Association; provided, however; that no such Committee shall have the authority of the Board in reference to electing, appointing, or removing any member of any such Committee or any Officer of the Association; amending the Articles of Incorporation.

SECTION 2. In addition to the Nominating Committee, which is provided for in these By-Laws, other Committees not having and exercising the authority of the Board in the management of the Association may be designated by a Resolution adopted by a majority of the members present at a meeting at which a quorum is present. The President of this Association shall appoint the members of each Committee so designated by the Board.

SECTION 3. Except as otherwise provided in the Resolution of the Board designation the Committee, each member of a Committee shall continue as such until the next Annual Meeting of the members of this Association and until his successor is appointed, unless the Committee shall be sooner terminated, or unless such member be removed from such Committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4. One (1) member of each Committee shall be appointed Chairman thereof by the President or the Board, whichever appoints the members of such Committee.

SECTION 5. Vacancies in the membership of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. Unless otherwise provided in the Resolution of the Board designating a Committee, a majority of the whole Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

SECTION 7. Each Committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board.

ARTICLE IX

ACCOUNTING

SECTION 1. An annual audit of the books and records shall be required by a Committee appointed by the President. The annual fiscal year of the Association will be the twelve (12) month period ending December 31 of each year.

ARTICLE X

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. The Board may authorize any Officer or Officers, Agent or Agents of the Association, in addition to the Officers so authorized by these By-Laws, to enter into any

contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

SECTION 2. All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed as shall from time to time be determined by Resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Secretary or Treasurer.

SECTION 3. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

SECTION 4. The Board may accept on behalf of the Association any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Association.

ARTICLE XII

SEAL

SECTION 1. There shall be a Corporate Seal.

ARTICLE XIII

WAIVER OF NOTICE

SECTION 1. Whenever any notice is required to be given under the provisions of these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

AMENDMENTS TO BY-LAWS

SECTION 1. These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the members of the Association at any duly constituted Annual or Special Meeting of the members in the following manner:

- a) Any five (5) or more members in good standing desiring to propose any alteration of, amendment to, or repeal of any By-Law or By-Laws or the adoption of any new By-Law or By-Laws shall file with the Secretary their written proposal setting forth the same with particularity.
- b) Written notice setting forth the proposed alteration, amendment, or repeal of new By-Law or By-Laws or a summary of the changes that would be effected thereby shall be given to each member entitled to vote thereon in or together with the notice

of meeting next given for a meeting of the members, which notice of meeting shall specify that it has been proposed that such matter be submitted to a vote of the members at such meeting.

- c) The proposed alteration, amendment, repeal, or new By-Law or By-Laws shall be adopted upon receiving at least two-thirds (2/3) of the votes which members present at such meeting are entitled to cast.
- d) Should any provision(s) of these By-Laws be declared illegal by any Court of competent jurisdiction, such provision (s) shall immediately become null and void, leaving the remainder of the By-Laws in full force and effect and the members shall thereupon seek to negotiate substitute provision(s) which are in conformity with applicable laws.