

BYLAWS
Of the
NEW ENGLAND CHAPTER
ARCHITECTURAL WOODWORK INSTITUTE

AS AMENDED TO February 2005

ARTICLE I

NAME AND OFFICE

- Section 1. Name. This corporation is named the New England Chapter of the Architectural Woodwork Institute (hereinafter called "Chapter").
- Section 2. Organization. The Chapter is a Rhode Island not-for-profit corporation.
- Section 3. Location. The Chapter shall maintain a registered office and a principal office in or near Jamestown, Rhode Island, unless changed by the Board of Directors.

ARTICLE II

PURPOSES AND OBJECTIVE AND POWERS

- Section 1. The purpose and objectives of the Chapter are:
- a. To promote increased use of industry products and services.
 - b. To analyze and inform the membership of conditions affecting or which may affect the industry.
 - c. To represent the interests of the industry in contacts with government, other organizations, and the public.
 - d. To conduct educational and research activities
 - e. To gather and disseminate to the industry, government, and public information relevant to the industry.
 - f. To foster programs and services which will enhance the efficient and economic performance of the industry.
 - g. To do any and all lawful acts and to perform any and all in order to effect any of the above objectives or to conduct any of the above activities.

ARTICLE III

MEMBERSHIP

Section 1. Territory. Membership is open to all firms in the New England area, hereby defined as Maine, New Hampshire, Vermont, Massachusetts, Connecticut, and Rhode Island, which otherwise meet the eligibility and membership requirements of the Bylaws.

Section 2. Classes. The Chapter shall have three classes of members, Active and Associate.

- a. Active Members. Any person, partnership, Corporation, or other form of business enterprise engaged in the manufacture of architectural woodwork as defined and described in Architectural Woodwork Quality Standards is eligible for Active Membership.
- b. Associate Membership. Any person, partnership, Corporation, or other entity which supplies materials or services to the architectural woodwork industry is eligible for Associate membership. Any trade association having interests in common with the architectural woodwork industry and desiring participation in the Chapter may be eligible for Associate membership.
- c. Honorary. Any person, whose eligibility shall be determined by the membership committee and approved by the Executive Committee.

Section 3. Member Representative. The Membership of each Active member shall stand in the name of the person, firm, or corporation engaged in the woodwork business. Each member shall list a representative with the Chapter. The representative shall be the owner, partner, or officer or occupy a responsible position with the member. The vote of each member shall be cast by its representative, or in his absence, by a designated substitute member of the same firm or corporation.

Section 4. Application for Chapter Membership. Application for Active and Associate membership in the Chapter shall be made in writing and addressed to the Chapter and shall state the name, place, and nature of business of the applicant, its qualifications for membership, that applicant has read the Bylaws of the Chapter and accepts and agrees to be bound by the provisions thereof that apply to it and agrees to pay the applicable fees, dues, and assessments. Application shall be accompanied by the applicable dues. Upon receipt by the Chapter, such application shall be referred to the Board for its consideration and disposition. No applicant eligible under these Bylaws shall be denied membership upon proper compliance with this section.

Section 5. Voting Rights. Each Active member shall be entitled to cast one (1) vote on each matter submitted to the membership for a vote. Associate members shall have no voting rights.

Section 6. Voluntary Termination of Membership. Any member of the chapter may resign at any time by giving written notice of its resignation to the Secretary. Any resignation shall take effect at the time specified therein or, if not specified, immediately upon its receipt by the Secretary.

Section 7. Involuntary Termination of Membership. The membership of any member of the Chapter may be terminated for nonpayment of dues or assessments when such dues or assessments remain unpaid in excess of sixty (60) days and if demand for such sums is not satisfied within thirty (30) days time or for other good cause.

Section 8. Dues Payment Upon Termination. An Active or Associate member whose membership is terminated, either voluntarily or involuntarily, shall remain fully liable for any unpaid dues or assessments theretofore levied against it and also fully liable for its proportionate share of all obligations incurred by the Chapter prior to the effective date of termination, except as otherwise may be provided in these Bylaws.

Section 9. Reinstatement. Upon submission of an application by a former member, the Board of Directors may reinstate that former member to membership upon such terms as the Board of Directors may deem appropriate.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Annual Meeting. There shall be an annual meeting of the members of the Chapter in the month of September at a time and place and upon a day set by the Board of Directors for the purpose of electing directors and officers of the Chapter and transacting such other business as may come before the meeting. Upon the failure of the Chapter's Board of Directors to establish a time and place for the regular annual meeting, any five (5) Active members of the Chapter may determined the time and place of such meeting and shall have the members notified thereof.

Section 2. Other Regular Meetings. Unless otherwise determined by the Board of Directors, regular meeting of members of the Chapter shall be held the second Friday of February, May, July, September, August and November.

Section 3. Special Meetings. Special meetings of the members may be called at any time upon the written request to the President by a majority of the members of the Board of Directors, or upon written request to the President by one-third of the Active members.

Section 4. Notice of Meetings. Written notice of any regular of special meeting shall state the place, date, and hour of such meeting, and shall be delivered, either personally or by mail, or by fax, or e-mail to each member no less than five (5) nor more than forty (40) days before the date of such meetings. In case of a special meeting, or when required by statue or these Bylaws, the purpose for which the meeting is called shall be stated in the notice. The notice of a meeting shall be deemed delivered when mailed to the member at its address as it appears on the records of the Chapter.

Section 5. Quorum. All eligible voting members present shall constitute a quorum at any meeting of the Chapter.

Section 6. Proxy. Voting by proxy shall not be allowed.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Management. The affairs of the Chapter shall be managed by a Board of Directors consisting of fourteen (14) directors, who shall be elected from the ranks of Active and Associate members. Ten seats shall be reserved for active members. Past Presidents in good standing shall be ex-officio members with voting rights, but whose vote shall not be counted toward a quorum.

Section 2. Quorum. A quorum of the Board shall consist of eight (8) current directors.

Section 3. Meetings. There shall be four (4) regular meetings of the Board of Directors every year, one (1) of which shall normally be held after the annual meeting of the Chapter. The exact time, date, and place of regular meetings shall be determined by the President. Additional meetings of the Board of Directors may be held at the direction of the President, or at the written request of at least five (5) directors, and on such notices as shall be prescribed in these Bylaws.

Section 4. Notice. Written notice of meeting of the Board of Directors shall be given by mail, or fax, or e-mail, to each member of the Board at the director's address as it appears on the records of the Chapter. Notice of such meetings shall be mailed at least ten (10) days prior to the meeting.

Section 5. Terms of Office. At each annual meeting of members, new member directors shall be elected to fill the seats of those directors whose terms have expired. Newly elected directors shall serve for a term of three years. Nominations for each directorship to be filled shall be made by the Nominating Committee and also may be made from the floor. When, for any reason, a director fails to complete his term, a successor to serve for the remainder of his/he term shall be elected by the remaining directors on the Board.

Section 6. Resignation of Directors. Any director may resign at any time by giving written notice of resignation to the President of the Chapter.

Section 7. Removal of Directors. A director may be removed from the Board of Directors if he fails to attend three (3) consecutive, regular meetings of the Board of Directors, or for cause, upon the unanimous vote therefore of all the members of the Board, except the director whose removal has been proposed. Such removal shall be effective at such time as the Board may determine. The notice of any Board meeting, at which such action is contemplated, shall contain a notice of the proposed termination; and the directors whose status is being challenged shall be notified thereof, in writing, at least thirty (30) days prior to the date of such meetings. Removal shall occur only after the director has been given notice as stated above and reasonable opportunity for defense has been afforded; and the director, if removed, may appeal to the annual meeting of members, provided that notice of intent to appeal is provided at least ten (10) days in advance of the meeting.

ARTICLE VI

COMMITTEES

Section 1. Executive Committee. There shall be an Executive Committee consisting of the President of the Chapter, the First Vice President, the Second Vice President, the Secretary, the Immediate Past President, the Treasurer, two (2) additional members of the Board of Directors, and the Executive Director. Past Presidents in good standing shall be ex-officio members. Members of the Executive Committee shall be elected at the first meeting of the Board of Directors following the annual meeting of members and until their respective successors have been elected and qualified. The Executive Committee shall have and exercise, as permitted by law, the authority of the Board of Directors in the management of the Chapter between meetings of the Board of Directors, except that the Executive Committee shall not have any authority of the Board of Directors with respect to: 1) amending, altering, or repealing the Bylaws; 2) electing, appointing, or removing any member of the Executive Committee or any director or officer of the corporation; 3) amending the Articles of Incorporation; 4) adopting a plan of merger or adopting a plan of consolidation with another corporation; 5) authorizing the sales, lease, exchange, or mortgage of any significant portion of the property and assets of the corporation; 6) authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; 7) adopting a plan for the distribution of the assets of the corporation; or 8) amending, altering, or repealing any resolution of the Board of Directors which, by its terms, provides that it shall not be amended, altered or repealed.

Section 2. Nominating Committee. The Past President shall be the Chairman of the Nominating Committee and select an Active and Associate member to form a three-person committee, which shall submit one (1) or more nominees for each directorship to the annual membership meeting.

Section 3. Other Committee. The Board of Directors or the Executive Committee may appoint such other standing or special committees as deemed necessary to further the objectives of the Chapter. A list of the current standing committee is attached hereto as Exhibit A.

Section 4. Meetings. Unless otherwise determined by the Board of Directors, regular meetings of the Executive Committee shall be held annually. At this annual meeting the Committee shall review, and approve, or suggest revisions to, the Chapter Bylaws.

ARTICLE VII

OFFICERS

Section 1. Officers. The Board of Directors shall annually elect from among its members a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer. The Board of Directors shall appoint an Executive Director. Officers of the Chapter shall hold office for a period of one (1) year, beginning at the September meeting immediately following their election and until their successors shall be named. The term of the President may be extended to a second year, with the President's consent, if approved by the Board at least sixty days prior to the annual election.

Section 2. Nomination. The President shall select from among the members of the Board of Directors a three-person nominating committee. The nominating committee shall nominate one (1) or more nominees for each office to be filled. The consent of a nominee must be obtained before his nomination is submitted.

Section 3. Election. A nominee for office shall be declared elected if he receives a majority of all votes cast. If no nominee received a majority of votes cast on the first ballot, a second ballot shall be taken of the two (2) nominees who received the highest number of votes on the first ballot.

Section 4. Vacancies. A vacancy in any office, due to any cause, may be filled by the Board for the unexpired portion of the term.

Section 5. President. No person shall be elected to President until he has served at least one (1) year on the Board of Directors. The President shall preside at all meetings of the members of the Board of Directors and of the Executive Committee and shall be an ex officio member of committees. The President shall generally supervise the affairs of the Chapter, performing such additional duties as these Bylaws may prescribe or as may be assigned by the Board of Directors.

Section 6. First Vice President. The First Vice President shall assist the President in the performance of his duties and act in his stead when required, performing such additional duties as these Bylaws may prescribe or as may be assigned by the Board of Directors.

Section 7. Second Vice President. The Second Vice President shall perform such duties as these Bylaws may prescribe or as may be assigned by the Board of Directors.

Section 8. Secretary. The Secretary shall take and record the minutes of all Board of Directors and Executive Committee meetings, hold the seal, supervise the corporate matters of the Chapter, and perform such additional duties as these Bylaws may prescribe or as may be assigned by the Board of Directors. The Secretary shall also produce a short summary of attendance and content of all Chapter (general membership) Meetings.

Section 9. Treasurer. The Treasurer shall supervise the financial matters of the Chapter, account for all receipts and disbursements, and submit an annual certified audit to the Board of Directors. The Treasurer shall submit a report of the financial condition of the Chapter at annual meetings of the Board of Directors and of members and at such other times as requested by the Board. The Treasurer shall also perform such duties as these Bylaws may prescribe or as may be assigned by the Board of Directors.

Section 10. Executive Director. The Executive Director shall be the chief administrator of the Chapter and shall be appointed by the Board of Directors. The Executive Director shall carry out the policies of the Chapter: direct all staff activities; prepare the agenda for, attend, or delegate another to attend, all meetings of, and record all proceedings of, the Chapter; present for approval by the Board of Directors an annual budget; and submit to the Treasurer financial reports in such frequency and detail as requested with a summary thereof to each member of the Board of Directors; and perform such other duties as may be specified elsewhere in these Bylaws or as may be assigned by the Board of Directors.

Section 11. Fidelity Bond. The Treasurer, the Executive Director, and any person entrusted with handling of funds or property of the Chapter shall, at the discretion of the Board of Directors, furnish, at the expense of the Chapter, a fidelity bond approved by the Board in such a sum as the Board shall prescribe.

Section 12. Resignation of Officers. Any officer of the Chapter may resign at any time by giving written notice of resignation to any Board Member.

Section 13. No person may hold more than one office at one time.

ARTICLE VIII

DUES AND ASSESSMENTS

Section 1. Annual Dues The Board of Directors shall establish a rate for annual dues based on such equitable basis as may, from time to time, be adopted by the Board.

Section 2 Assessments The Board of Directors, by an affirmative vote of at least two-thirds of those present and voting, may levy special assessments on the Active and Associate members, provided that any such action must be approved at the next membership meeting by an affirmative vote of two-thirds of the Active members present.

ARTICLE IX

BUDGET AND FISCAL YEAR

Section 1. Budget. An annual budget for each fiscal year shall be prepared and presented to the Board for its approval at least thirty (30) days prior to the end of the fiscal year. Thereafter, at any meeting of the Board, the Board may approve any supplemental budget that may be necessary. All budgets must be approved by an affirmative vote of two-thirds of the entire Board, and an affirmative vote of two-thirds of those Active members present and voting. The Board shall authorize no expenditures, nor shall it authorize the Chapter to become obligated for sums, in excess of such annual and supplemental budgets as are properly approved by the Board.

Section 2. Fiscal Year. The fiscal year of the Chapter shall begin on January 1 and end December 31 of each calendar year.

ARTICLE X

LEGAL COUNCIL

The Chapter shall retain, from time to time, legal counsel who shall be kept fully advised of and consulted with respect to the Chapter and its activities.

ARTICLE XI

AMENDMENTS TO THE BYLAWS

These Bylaws may be amended or repealed, or new Bylaws may be adopted, by a quorum of the general membership at a regularly scheduled chapter meeting provided, however, that notice of such meeting shall state at least the substance of any proposed amendment or other action relating to the Bylaws.

ARTICLE XII

ORDER OF BUSINESS

Unless otherwise determined by the Board of Directors, the order of business at each meeting of the Chapter shall be as follows:

1. Roll Call
2. Approval of Minutes of the preceding meeting
3. Treasurer's Report
4. Committee Reports
5. Review Calendar of Events
6. New Business
7. Other Business

ARTICLE XIII

DISSOLUTION

Upon the dissolution of the Chapter, and after payment of its indebtedness, any remaining funds, investments, and other assets shall be distributed to such organizations which are then qualified as exempt within the meaning of Section 501(c) (3) or Section 501 (c) (6) of the Internal Revenue Code of 1954 or of corresponding provisions of then existing federal revenue laws, but only if the purposes and objectives of the receiving organization or organizations are similar to the purpose and objectives of the Chapter as may be determined by majority vote of the Active members.

ARTICLE XIV

INDEMNIFICATION

Section 1. Right to Indemnity. The Chapter may indemnify any and all of its directors, officers, staff of former directors or officers against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceeding in which they or any of them are made parties or a party by reason of being or having been directors or a director or officer of the Chapter, except in relation to matters as to which any such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by agreement predicated on existence of such liability.

Section 2. Other Rights. The right of indemnification herein provided shall be in addition to any other rights to which those to be indemnified may otherwise be entitled by agreement, vote of directors or members, operation of the law, or otherwise.

Section 3. Board of Directors Action. The Board, acting by quorum consisting of directors not parties to or involved in such action, shall make the final and conclusive determination of all matters under the provisions of this Article, and when making such determination, may rely on the written opinion of the Chapter's legal counsel.

EXHIBIT A

TABLE OF ORGANIZATION

BOARD OF DIRECTORS

14 members – meets quarterly

10 active, 4 associate

Executive Director, ex officio members

EXECUTIVE COMMITTEE

8 members – meets annually

Executive Director, ex officio members

President

1st Vice President

2nd Vice President

Secretary

Treasurer

Immediate Past President

2 Additional Delegates

from Board of Directors

Executive Director

PRESIDENT

MEMBERSHIP COMMITTEE

Immediate Past President, Chairman

Executive Director

PROGRAM COMMITTEE

As Appointed

FINANCE COMMITTEE

Treasurer, Chairman

Accounting Services

NOMINATING COMMITTEE

Immediate Past President, Chairman

Current President

Executive Director

PUBLICITY COMMITTEE

As Appointed

FUTURE PLANNING COMMITTEE

As Appointed