

**By-Laws
Of
Wood Moulding & Millwork
Producers Association, Inc.
(Last Revised March 23, 2011)**

**Article I
NAME AND LOCATION**

The principal business office of this corporation shall be at 507 First Street, Woodland, California, until otherwise changed by Resolution of the Directors. The Association may file an assumed business name certificate and do business under a name selected by the membership at a regular or special meeting of the membership. (DBA selected as Moulding & Millwork Producers Association July 18, 2008.)

**Article II
PURPOSE AND OBJECTIVES**

The general nature of the business to be transacted by this corporation shall be: The conducting, maintenance, and operations of a trade association of companies engaged in the manufacturing of moulding and millwork from wood or other materials and related products internationally, to provide for the interchange among members of information of local or international importance; the preparation and distribution of bulletins explaining the significance and effect of state and federal laws, rules, and regulations of boards, bureaus and commissions affecting the industry; to represent the members of the association and their interests before governmental agencies or legislative bodies; to aid the members in improving their lumber and moulding manufacturing, handling, and loading practices; to establish standards for products; to compile and disseminate industry statistics; to promote the products of the moulding industry; to do all things which will aid, assist, and encourage the members of the association in furtherance of moulding and related products manufacturing; and, in general, to carry on lawful functions that seek to aid the growth of the industry.

**Article III
ADMINISTRATION**

1. The general administration, management, control, and supervision of the affairs and property of this corporation is vested in the Board of Directors, subject to the rules and restrictions set forth in the Articles of Incorporation and these by-laws. In dealing with third parties, the Board of Directors shall have complete authority to bind the corporation and its property. Between the Board of Directors and the members, the Board shall not pass Resolutions or do other acts, which contravene the Articles of Incorporation, these by-laws, or any Resolution passed by the members
2. The Board of Directors shall consist of no more than fifteen (15) in number, eight (8) of whom shall be elected from the membership, two (2) whom shall be elected from the associate membership, and five (5) shall consist of the President, Immediate Past President, Vice –President, 2nd Vice-President, and Treasurer, who shall serve as Directors by reason of their offices. Should a Director be elected to an office which would otherwise qualify him as a Director, then a vacancy shall have been created for the unexpired term of that officer’s Directorship which shall be filled pursuant to Article III, Paragraph 4.
3. The procedure for election of Directors shall be as follows:
 - A. Each member may nominate one person from his or her company for election to the Board of Directors. Such nominations shall be sent to the Nominating Committee selected by the Board of Directors. From the nominations made by the membership, the Nominating Committee shall select one nominee for each vacancy to be filled at the next meeting of the membership.
 - B. At the annual membership meeting, the Nominating Committee shall present to the membership one nominee for each vacancy. After nominations from the floor, the membership shall elect a Director for each vacancy to hold office for a period of three (3) years.
 - C. Every other year the Associate Members at the Annual Meeting of the Association will elect two (2) representative to the Board of Directors to serve a two-year term. However, Associate Directors do not have to be elected in the same year and complete their terms on the same end date.
 - D. The Regular Member Directors so elected (3.B above) shall hold office for a period of three (3) years to commence immediately upon their election and to expire immediately upon the election of their successors.
4. In the event of a vacancy on the Board of Directors, for any reason other than the expiration of the three (3) year term of a Director, the remaining directors shall have the right to carry on the business affairs of the corporation and elect a new Director to hold office for the unexpired term of the Director so replaced.
5. The Board of Directors shall hold meetings whenever the president, or in his absence, the vice-president shall direct the same be called. The secretary or executive vice president shall give notice of such meeting to each Director by telephone, facsimile, letter, personal or electronic communication thereof at least one week prior to the meeting. Formal notice of any Directors’ meeting may be waived by unanimous consent of the Directors whether they are in attendance at the Directors meeting or otherwise. If all Directors consent in writing to any action to be taken by the Directors, such action shall be valid as though same had been authorized at a duly called meeting of the Directors.

- A. Electronic communication via facsimile telecommunications, electronic mail, electronic message board (internet) or network may be utilized by the association to communicate and accomplish official actions of the association with the recipient on record with the association having consented to receive such communications by providing their e-mail address to the **MMPA**. The member on record has the right to request the electronic communication be made available on paper or in non-electronic form; the request must be made in writing to the association office. Consent to receive electronic communications (newsletters, e-mail correspondence, meeting notices, balloting, etc.) may be revoked all or in part by the member in writing to the association office.
6. A quorum for the transaction of business at Directors' meetings shall consist of a majority of all qualified and acting Directors. Directors may not act by proxy.

Article IV OFFICERS

The officers of this corporation shall be a president, vice president, 2nd vice president, executive vice president, secretary, treasurer and immediate past president. The elective officers, namely the president, vice president, 2nd vice president, treasurer, and immediate past president, shall be elected by the Board of Directors at the annual meeting following the regular membership meeting to an eighteen (18) month term or until their successors are elected and qualified. The new officers shall take office immediately following their election. Any vacancies that may occur by reason of death, resignation, or otherwise, may be filled by the Board of Directors for the unexpired term. The executive vice president and secretary shall be appointed by the Board of Directors to serve for a period of time designated by the Board. There shall be no salary compensation for the president, vice president, 2nd vice president, treasurer, and immediate past president.

1. **PRESIDENT:** The president shall preside as chairman of all meetings of Directors and members. He/she shall generally supervise the affairs of the corporation. He/she shall manage the Board and the decision-making process. The president may create and direct committees for limited and specific purposes. The president shall appoint chairmen and committee members annually following the regular meeting of the membership.
2. **VICE PRESIDENT:** The vice president shall function as the president in the president's absence, resignation, or disability and, as such, shall have the same powers as the president. He/she shall perform such other duties as may be assigned by the president or the Board of Directors. The vice president chairs the General Management Committee and is a member of the Executive Committee. The vice president shall learn the duties of the president and work closely as an advisor to the president.
3. **2ND VICE PRESIDENT:** The 2nd vice president shall function as the vice president in the absence of the vice president or if the vice president is unable to serve. He/she shall perform such other duties as may be assigned by the president or the Board of Directors. The 2nd vice president chairs the Semi-Annual Meetings' Planning Committees and is a member of the Executive Committee. He/she is responsible for the development of the Semi-Annual Meeting theme and overall meeting agendas. The 2nd vice president shall learn the duties of the vice president and work closely as an advisor to the president.
4. **SECRETARY:** The secretary shall record and sign all minutes of meetings of the Directors and members and shall have charge of the corporate books and records. He/she shall perform all such other duties as the president or Board of Directors may direct. The secretary of the corporation shall be the executive vice president. The secretary shall keep safe all the official papers of the Board, record and distribute all transactions of board and membership meetings, obtain information from records and minutes (to be used in decision-making), dispose of old board documents only with approval of the Board.
5. **ASSISTANT SECRETARY:** The assistant secretary of the corporation shall, in the absence of the secretary, perform all the duties incident to that office with the knowledge and approval of the Secretary. The assistant secretary may be a staff member or a volunteer from a member company assigned by the secretary with approval of the president.
6. **TREASURER:** The treasurer shall assist in the preparation of the Association's annual budget, oversee and review the books and financial records of the corporation, assist in the preparation and distribution of the annual financial audit by a certified public accountant approved by the Board of Directors, determine that the Board's financial policies are being followed, give reports to the Board as to the financial health of the organization, chair the Finance Committee and work closely as an advisor to the president.
7. **IMMEDIATE PAST PRESIDENT:** The immediate past president shall assist the president in adhering to the policies and procedures put in place by the general membership, Board of Directors, and the association's By-laws.
8. **EXECUTIVE VICE PRESIDENT:** The chief, full-time executive of the corporation shall be designated the executive vice president. He/she shall be paid a salary, or other compensation, as agreed upon by contract between he/she and the Directors. He/she shall be directly responsible for all ministerial duties. He/she shall sign contracts or other instruments executed in behalf of the corporation. The executive vice president shall be directly responsible for the hiring and firing of all other employees of the corporation. He/she shall attend all meetings of the Directors and members and shall, in general, manage the affairs of the corporation on a day-to-day basis. He/she shall have the custody and control of all monies and securities of the corporation and shall be directly in charge of all books of account and accounting transactions. The executive vice president shall serve as a non-voting ex-officio member of the Board of Directors. He/she shall also act as secretary of the corporation.
9. **BOARD OF DIRECTORS:** Board members shall make sure they meet the needs of the membership, acting as a group, set policies and goals to be achieved, ensure that the organization has adequate finances and money is responsibly spent, play an active role in supporting the organization, serve as a member of the Long Range Planning Committee, attend all Board meetings, and actively participate during the meeting. Additional duties include service on other committees.

Article V AUDIT

The books of the corporation shall be audited periodically but as least annually, by a certified public accountant selected by the Directors. Copies of all such audits shall be made available to the members of the corporation at the principle office, at all reasonable times.

Article VI MEMBERSHIP

The members of this corporation shall consist of companies or their subsidiaries, whether operated individually, in a corporate form, partnership, joint venture, or otherwise, who are engaged in the manufacturing of moulding and millwork from wood or other materials. "Company" shall be defined to mean a single, integrated moulding or millwork enterprise whether doing business in one or more localities in one or more ownership forms, or under one or more trade names. In cases of dispute occurring regarding the definition of "company" and/or eligibility of the purpose of membership, the determination of the Directors shall be conclusive. Each member shall appoint and designate its individual agent (anyone appointed by the member company) to act in its behalf at membership meetings and all other official functions of the corporation. Each company shall have the right to designate an alternate to act in the agent's behalf in his absence.

If a member, or prospective member:

- A. Owns or controls another company
- B. Is owned or controlled by another company
- C. Shares a common sales organization with another company
- D. Shares common management with another company
- E. Acquires another company, then all such companies must become members of this corporation

In case of a dispute arising out of this paragraph the determination of the Directors shall be conclusive. Companies becoming members by virtue of this paragraph shall report production separately, but, for maximum dues computation purposes, the production of all such related companies shall be combined.

Persons, firms, and corporations, who are benefited by and wish to contribute to the work of the Association, may be admitted to Associate Membership to the extent and in the manner specified by the Board of Directors from time to time. Such Associate Members shall have the right to receive notice of, and to attend and participate in general membership meetings of the Association, to elect a representative to the Board of Directors, but shall not be entitled to hold office or vote in General Membership Meetings. The term "member", as employed in the Articles and by-laws does not include "Associate Member".

Article VII MEETINGS OF MEMBERS

The regular annual meeting of members shall be held at approximately the same time annually. Directors shall be notified of exact time and place 30 days in advance. Regular annual meetings shall be the time fixed for election of Directors and the review of all corporate business. The Directors shall have the right, but shall not be required, to call an additional meeting, which, if called, shall be held approximately six (6) months after the regular annual meeting, at an exact time and place to be fixed by the Directors. In the case of an extreme emergency, the Directors may call a special meeting at any time and at any place to be designated by the Directors. Notice of meetings of membership shall be given as provided in the Articles of Incorporation.

Article VIII DUES

Upon joining, each member of the Association shall pay an initiation fee of \$100.00. Dues of the Association shall be based upon board footage of shipments of moulding and millwork, the rate to be fixed periodically by the membership. Board footage dues shall be paid on the 10th day of each month for the preceding month. The minimum and maximum monthly payment shall be determined by the General Membership. In addition, each member shall pay a monthly service assessment, the amount to be determined by the General Membership. The computation of board footage dues and definition of eligible products shall be determined by the General Membership.

The Board of Directors shall have the right to temporarily increase the dues for a period of up to six (6) months during any year by a sum not to exceed ten percent (10%) of the dues fixed by the membership to provide for extraordinary circumstances and inflationary increases in costs. No member shall be allowed to withdraw from membership until such member gives the corporation three (3) months written notice and pay dues during the notice period.

Article IX TRAVEL EXPENSE

In attending to the affairs of the association, elected officers shall be reimbursed for the reasonable costs of lodging, air, and other public transportation facilities at the standard tourist rate. Members shall not be compensated for travel expenses for attendance at membership meetings. Committees or other group meetings to conduct Association business shall be compensated as specified by the Board of Directors. The Board of Directors shall fix reimbursement of travel expenses of employees.

**Article X
COMMITTEES**

1. The plans, programs, and policies of this corporation and its general direction and management shall be first studied and reviewed by committees created by these by-laws, and, in addition, other committees which may be created by Resolution of the Board of Directors.
2. The permanent standing committees and their duties shall be as follows:
 - A. **MARKETING:** This committee is directly in charge of formulating plans, programs, and policies for the promotion of the general product category of the membership. This committee shall determine the direction, scope and magnitude of all promotion and publicity programs. The committee shall bring an analysis of promotion programs, their effectiveness and costs to the Board of Directors and general membership for final approval.
 - B. **STANDARDS:** This committee shall be directly in charge of formulating policies, procedures and practices for the standardization of products, mindful of the changing nature of the industry. This committee shall review an update all association standards. Wherever necessary, members of the Standards Committee shall serve as liaison with similar members of similar committees of other associations, such representative to be appointed by the president. This committee may employ the assistance of associate members (in a non-voting capacity) to achieve its goals and objectives.
 - C. **FOREIGN & DOMESTIC COMMITTEE:** This committee shall be composed of members at large who are interested in or participate in foreign trade. It shall be this committee's responsibility to investigate and promote foreign trade opportunities for product produced by **MMPA** members, to increase awareness of and acceptance for members' products in foreign markets, and seek opportunities to find offshore sources of raw materials.
 - D. **GENERAL MANAGEMENT:** This committee shall be in charge of formulating policies, plans and programs for the business affairs of this corporation which are not within the jurisdiction of other permanent standing committees. It is specifically charged with the policies regarding traffic, lumber studies and governmental affairs.
 - E. **EXECUTIVE COMMITTEE:** This committee will be composed of the president, vice president, 2nd vice president, treasurer and immediate past president. Its purpose shall be to act with the same authority as the Board of Directors during periods of time when the Board of Directors is unable to meet. The Executive Committee shall make no decisions which, if time allows, may be referred to the Board of Directors, and shall make no decisions involving financial commitments over \$10,000.00. Additionally, this committee shall be charged with the responsibility of supervising personnel and personnel programs. The Executive Committee assumed the duties of the Personnel Committee and shall review and evaluate all employees annually and make recommendations to the Board of Directors regarding compensation, pension, and other employee benefits.

The Executive Committee assumed the duties of the Finance Committee and shall prepare the annual budgets and review financial matters of each standing committee.

In the event of a vacancy on the Executive Committee cause by the resignation of the immediate past president, the position shall be filled by appointment of the Board of Directors of the most immediate past presidents available and willing to serve.
3. The Board of Directors may, from time to time, create and direct other committees it deems necessary or appropriate. Such committees shall function on a permanent or temporary basis as the Board may direct.
4. The president may create and direct committees for limited and specific purposes.
5. The president shall appoint the chairman and committee members. Members of standing committees shall be appointed annually following the regular meeting of the membership.

**Article XI
INDEMNIFICATION**

This corporation, on behalf of its Directors and officers, and pursuant to Arizona Revised Statutes, Section 10-198, hereby indemnifies all of its Directors and officers against expenses which may be incurred by them, including legal fees or judgements or penalties rendered or levied against any such person while acting in the scope of his/her employment as a Director or officer of this corporation; provided, that the Board of Directors shall determine, in good faith, that such persons did not act, fail to act, or refuse to act willfully with gross negligence or with fraudulent or criminal intent in regard to the matter involved in any action.

**Article XII
BY-LAW CHANGES**

The by-laws of this corporation may be amended and/or rescinded by a majority vote of the members present at any membership meeting held by the corporation, with notice provided in the call of that meeting, wherein a quorum of the membership is present in person or by proxy.