

**BYLAWS OF THE
NEW JERSEY CHAPTER ARCHITECTURAL WOODWORK INSTITUTE
REVISED AUGUST 2009**

PREAMBLE:

Whereas: the Members of this chapter desire to conduct the business of the chapter in a lawful manner and in conformity with the principles promulgated by the Architectural Woodwork Institute, but from time to time may, through error or inadvertence, take or decide upon actions which may be considered to be, or found to be, illegal or improper.

Now therefore be it resolved: that each and every resolution hereafter adopted, or motions hereafter carried by this chapter, its Board of Directors, or a committee thereof, which is/are contrary to the articles of incorporation, or the Bylaws, of the National Architectural Woodwork Institute, or in the opinion of its counsel, are contrary to law, those articles of agreement of this chapter, or its Bylaws, shall be for all purposes treated as null and void, and any and all actions taken under such resolution or motion shall be also for all purposes treated as null and void.

ARTICLE I

NAME, ORGANIZATION, LOCATION AND JURISDICTION

1. NAME

This chapter shall be known as the Architectural Woodwork Institute, New Jersey Chapter, and is incorporated with such name, as a non-profit organization, under the laws of the State Of New Jersey.

2. HEADQUARTERS

The headquarters office of this chapter shall be located at the premises of the presiding President of current administration.

3. JURISDICTION

The area served by this chapter shall be the entire State Of New Jersey and Eastern Pennsylvania.

4. FISCAL YEAR

The fiscal year of this chapter shall begin January 1 of each year.

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ARTICLE II

Now therefore be it resolved, that the Purpose of this chapter is:

1. To provide for meetings of architectural woodwork operators in this Jurisdiction as an effective agency for expressing our collective voices.
2. To collect and distribute to the membership, information on manufacturing, shipping, and installation of their products.
3. To cultivate an environment of respect and fairness among the members so that they can share their problems and help develop a solutions to their problems.
4. To promote the use and acceptance of architectural woodwork products, and the members of this organization, to architects, contractors, and owners, through education and service.
5. To collect, in cooperation with the Architectural Woodwork Institute, business data from its members, and other sources, in order that the economic value of the architectural millwork manufacturing industry may be accurately presented and made known to the general public.
6. To stimulate the progress and development of the architectural woodwork industry, through sharing new & improved manufacturing methods, along with new types and uses of the woodworker's product.
7. To have, and to exercise, all of the powers necessary to affect the purposes for which this Chapter is organized. These powers include, but are not limited to, the general powers conferred by law and the general purposes herein set forth. Also included are all powers enumerated in and permitted by the "Not-For-Profit-Act" of the State Of New Jersey.

ARTICLE III

CODE OF ETHICS

Now, let it therefore be resolved, that we set forth our Code of Ethics:

1. To conduct our business at the highest level of ethics and integrity, treating all other active member firms fairly, and with the spirit of cooperation, thereby in essence "treating others as we would like to be treated ourselves".
2. To refrain from direct solicitation of a competitor's employees; whereby his business would suffer from the loss of solicited employee.
3. To refrain from using substandard workmanship or material that could be detrimental to our collective professional reputations or the reputation of the woodworking industry as a whole.
4. To promote the image of the industry as a progressive, innovative, responsible, participant of our enlightened society.

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CODE OF ETHICS (contd)

5. All active members shall agree to honor and abide by the following Pledge of Ethics:

- a. "We believe in the Architectural Woodwork Industry, and in its future, and believe in our benevolent association of producers of quality architectural woodwork".
- b. "We pledge our full support, and those of our organizations, to the Architectural Woodwork Institute, and to this industry, and to abide by, and produce our products, in accordance with the requirements of the latest edition of the AWI Standards and Guide Specifications, as so specified".
- c. "We pledge that we shall pay our dues, and any and all other accounts so owing, to our AWI Chapter and to the Institute, when due and payable, and shall provide an accurate declaration of the membership classification of our company to the national association".
- d. "We pledge to REFRAIN from the dissemination of any malicious information concerning our association and/or its members".
- e. "We pledge to conduct ourselves, at all times, in a manner which will reflect positive attention & credit on our industry, our Association, and its members, and to conduct our business in such a way as to achieve good will for our industry".
- f. "We pledge to support our Institute, its policies, programs and principles, and to abide by its Bylaws within this Pledge of Ethics".

ARTICLE IV

1. ELIGIBILITY:

Membership Classes:

- a. **MANUFACTURING MEMBERS:** Manufacturing Members, also known as active members of this Chapter, shall be those members in good standing of the National Architectural Woodwork Institute, who operate a woodwork manufacturing business, in the area served by this chapter, and who shall have applied for, and been accepted into, membership in this Chapter, and as a national member of AWI.
- b. **SUPPLIER MEMBERS:** Also known as associate members, is any person, firm or corporation, who is a supplier to the architectural woodwork industry, and who has an interest in furthering the greater use of architectural woodwork, may be eligible to be an Associate Member. Trade associations having interests in common with the architectural woodwork industry, and who desire to participate in furthering the goals of the Chapter may be eligible as an Associate Member. The associate members present, as a group, shall have a one vote on any issue that comes up for a vote during a regular or special meeting. The associate members present at that meeting shall choose a spokesperson for that purpose.
- c. **AFFILIATE MEMBERS (as individuals):** Any person who wishes to support the objectives of the AWI and does not qualify as a manufacturing or supplier member, may be accepted as an affiliate member.

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2. ACTION ON APPLICATION

A candidate for membership shall make application in writing to the Chapter on a form provided by the Chapter. All prospective members must be a national AWI member in good standing, prior to application for Chapter membership.

3. MEMBERS' REPRESENTATIVES

- a. Active Chapter memberships shall be recorded in the name of the person, firm, or corporation engaged in the woodworking business. Any action taken at any regular meeting shall be binding on all Chapter members, whether represented or not, provided that that meeting has been called in accordance with the Chapter By-laws.
- b. At no time can a member firm have more than one (1) person hold a position of an officer of the organization or sit on the Board of Directors.

4. GOOD STANDING

In order to maintain good standing in this chapter, a member must not, at any time, be more than thirty (30) days in arrears in payment of dues, and must be represented at not less than fifty (50%) percent of all chapter meetings. Chapter officers must be present at not less than seventy-five (75%) percent of all chapter meetings.

5. RESIGNATION

Any member may resign from this chapter by giving thirty (30) day's written notice of his intention to do so. The Board of Directors shall pass on all resignations and none shall be accepted until the member's obligation to the chapter (i.e. dues) has been paid in full. Acceptance of resignation by the board shall be in writing to the member.

6. ARREARAGES

A member with dues in arrears on the books of the chapter for over ninety (90) days shall not have a vote, or any other privileges of membership, until the account is paid. If member arrearage surpasses one hundred eighty (180) days, that member shall be dropped from the membership rolls automatically, without further action by the Board of Directors. The dropped member can only be reinstated when all arrearages have been paid.

7. CONTRACTURAL RELATIONSHIP

It is understood and agreed by all members, that the bylaws of this chapter constitute a contractual agreement & relationship by, between, and among, the members. In the event of a discrepancy in New Jersey Chapter Bylaws, the National AWI Bylaws will prevail.

EXPULSION

By a two-thirds vote of the active members in good standing, a member may be expelled from the membership in this chapter for good cause, other than arrears providing, however, such member will be given the opportunity to be heard before the active members, Board of Directors, and the current officers prior to vote of expulsion.

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ARTICLE V

MEETINGS:

1 REGULAR MEETING

Regular meeting of this chapter shall be held a minimum of six (6) times a year, generally on the 2nd Thursday of each month. The Board of Directors shall determine the time and place of the meeting.

2 SPECIAL CHAPTER MEETINGS

A "Special chapter meeting" can be called by the president at the written request of majority of the Board of Directors, or upon the written request of a majority of members in good standing.

3 BOARD MEETINGS

The Chapter board of directors shall meet once a year or as needed. Minutes of all meetings of the Board of Directors shall be recorded by the secretary or in his or her absence by one of the officers.

4 QUORUM

- a. A simple majority of active member firms in good standing present at the roll call at any regular or special meeting of the chapter shall constitute a quorum for the transaction of business of the Chapter, except for a vote concerning the spending of more than \$500.00 of Chapter resources. For that vote to be binding on the Chapter, an affirmative vote from the majority of all active member firms in good standing will be required for passage. If a majority of member firms are not in attendance, all member firms may be polled by mail, fax or e-mail.
- b. A majority of the active members of the board of directors shall be required to be present to constitute a quorum for the transaction of business at any regular or special meeting of the board.

5 DUE NOTICE

A notice mailed, faxed or e-mailed to the last known address of each member five (5) days prior to the holding of any regular or special meeting shall constitute due notice.

ARTICLE VI

BOARD OF DIRECTORS:

1 DUTIES:

- a. To be the standing committee to nominate a president, vice president, secretary and treasurer for the ensuing "2 year term".
- b. Directors will manage the fiscal affairs of the chapter.
- c. To hire counsel if or when needed.

2 NUMBER OF DIRECTORS

The number of directors will be determined by the membership. The minimum number for directors will be three (3) and the maximum five (5). At the discretion of the Board Chairman, an additional two (2) to three (3) non-AWI members may attend meetings as advisors.

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3 ELIGIBILITY

The Board of Directors shall comprise of the immediate past President, the current Chapter President, and current Chapter Vice President. The immediate past President will become Chairman of the Board.

4 VACANCIES

When a vacancy on the Board occurs, the current President will make an appointment out of the membership in good standing.

5 MEETINGS

Board meetings will be held once a year with a written, faxed, e-mailed or telephone message to be sent out by the Secretary to schedule this meeting.

6 SPECIAL BOARD MEETINGS:

Special Board Meetings can be called by any member of the board of directors.

ARTICLE VII

1 STANDING COMMITTEES:

It shall be the duty of the president at the first chapter meeting after election in each term to select from the membership of the chapter individuals to serve as chairman of standing committees in charge of such matters as he deems essential.

2 THE FOLLOWING THREE COMMITTEES WILL ALWAYS BE SELECTED:

- A Active membership Committee
- B Associate membership Committee
- C Program Committee

3 SPECIAL COMMITTEES

The president may also appoint special or ad-hoc committees, as he or she deems necessary, to perform special functions of the Chapter or Board.

ARTICLE VIII

OFFICERS:

1 DESIGNATION AND QUALIFICATIONS:

The officers of this chapter shall be President, Vice President, Secretary, and Treasurer.

2 TERMS OF OFFICE:

All officers will serve a (2) year term starting July 1st, after the December elections. All past officers and newly elected officers will work together from January to July to facilitate a smooth transition.

3 ELECTION OF OFFICERS:

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- a. The board of directors will submit a list of all the selected officers, in October, prior to each new fiscal election year.
- b. All candidates will be selected from the active membership and/or associate membership in good standing and will serve for a two (2) year term.
- c. Ballots will be sent out to all New Jersey Chapter Members the first week of November for approval by the Membership.
- d. Any additional write-in nominations will be accepted by the Chapter Secretary and relayed to the Board of Directors. All write-in nominations must be submitted by the first week of November.
- e. Elections will be held in the first week of December at a monthly meeting. Absentee ballots will be accepted by e-mail or fax, but only prior to December meeting.
- f. A majority of the received votes will determine the winner for all officers.

4 VACANCIES:

Any vacancies in the office of President, Vice President, Secretary or Treasurer that may occur through resignation or otherwise, shall be filled by the board of directors, from among the Membership, for the unexpired portion of the two (2) year term.

ARTICLE IX

DUTIES OF THE OFFICERS:

1 PRESIDENT (MUST BE AN ACTIVE OR ASSOCIATE MEMBER IN GOOD STANDING):

- a. To preside at and conduct the business of the meetings.
- b. To appoint committees, assign committee duties, and receive committee reports. The President is an ex-officio member of all committees.
- c. To attend board meetings and report the results of such meetings to the membership.
- d. To arrange the agenda for the meetings, scheduling the time allotted for each section of the meeting so that all business can be completed.
- e. To call special meetings of the board of directors or committees.
- f. To sign all documents, letters, or other instruments as directed by the board of directors.
- g. In the absence of the secretary and or treasurer, the president will govern.

2 VICE PRESIDENT (MUST BE AN ACTIVE OR ASSOCIATE MEMBER IN GOOD STANDING):

- a. The Vice President shall perform the duties of the president at such time as when the President is absent or disabled.

3 SECRETARY (MUST BE AN ACTIVE OR ASSOCIATE MEMBER IN GOOD STANDING):

- a. Shall keep the minutes of all meetings of the Chapter, Committees and meetings of the Board of Directors.
- b. Shall be responsible to the President and to the Board of Directors.
- c. Shall handle all correspondence.

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4 TREASURER (MUST BE AN ACTIVE OR ASSOCIATE MEMBER IN GOOD STANDING):

- d. Keep all books and records of the Chapter & handle all cash receipts and disbursements.
- e. Cooperate with and be ex-officio member of all committees.
- f. Keep membership records.
- g. File all government reports.
- h. Perform all other duties as Board of Directors may authorize.
- i. Employ such additional help as is authorized by the Board of Directors.
- j. Shall be responsible to the President and to the Board of Directors.
- k. Shall furnish bond in such amount as the Board of Directors may see fit to require, with the premium for such bond shall be paid by the Chapter.
- l. The Treasurer shall have custody of all funds in the chapter and shall make all disbursements as directed by the Board of Directors.
- m. No disbursement checks over \$ 300.00 shall be written without the approval of the Board of Directors.

ARTICLE X

ORDER OF BUSINESS

- 1 After a regular meeting of the Chapter has been called to order by the President; the following order of business shall be observed:
 - a. Roll call.
 - b. Approval of minutes of the previous meeting.
 - c. Introduction of guests, new members and current meeting's program.
 - d. Communications to or from the Chapter.
 - e. Report of directors' meeting by President.
 - f. Report of the chapter director to AWI national.
 - g. Reports of committees and action thereon.
 - h. Unfinished business
 - i. New business.
 - j. Suggestions by members (i.e. new products etc.).
 - k. Adjournment.
- 2 The President or other presiding officer in his absence, may, at his discretion, place the meeting's program at any suitable point in the order of business of any meeting.
- 3 The proceedings of the meetings shall be conducted in accordance with Robert's Rules of Order.

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ARTICLE XI

DUES, ASSESSMENTS & REIMBURSEMENTS:

1 MEMBER DUES (TO NJ STATE CHAPTER):

- a. The regular funds of this Chapter shall be raised as follows: By the collection of dues and/or assessments of the active and associate members, as determined by the membership at the last meeting of each year.
- b. The dues shall be \$ 200.00 per calendar year to be paid by all Active or Associate member firms.
- c. The dues shall be \$ 50.00 per calendar year to be paid by all Affiliate member firms.

2 ASSESSMENTS:

An assessment for a special or emergency purpose may be levied upon the membership of this Chapter by the Board of Directors, provided that the authority for such action has been granted by a two-thirds (2/3) affirmative vote of the active and associate members present at any regular or special meeting.

3 REIMBURSEMENTS:

At the discretion of the Board of Directors, any member of New Jersey Chapter, who incurs expense while traveling to an industry event and whose sole purpose is to represent the New Jersey Chapter at such an event, shall be reimbursed at the following rates:

- a. \$ 200 per night per diem (up to \$ 500 / event) **or**
- b. \$.55 per mile traveled by vehicle (or the mileage allowance amount accepted by the IRS, if different)
- c. Plus tolls, parking, admission fees, & meals (if meals are part of the event) and if incurred within the same day of travel.
- d. Total expenses must not exceed \$ 500 per event.
- e. Receipts of expenses must be submitted for reimbursement by Chapter.

ARTICLE XII

DISSOLUTION:

In case of dissolution, the assets of this chapter are to be used as follows:

- a. To pay all indebtedness of the Chapter.
- b. To pay all expenses of Chapter liquidation.
- c. The remainder to be donated to a charitable, education or research organization in the woodworking field, or as otherwise directed by a two-third vote of the current active Chapter membership.

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ARTICLE XIII

These bylaws may be revised or amended by two-thirds affirmative vote of active members in good standing present at a meeting designated for such action, provided that notice of such proposed action shall have been given to each active member in good standing of the chapter at least ten (10) days prior to the date of said meeting.

ARTICLE XIV

Implicit in these Bylaws and Membership Agreement is that for any and all Member firms that their Acceptance of Membership into the New Jersey Chapter Architectural Woodwork Institute is acceptance of these Bylaws so resolved by this Chapter and here so rendered.