

CONSTITUTION AND BYLAWS
OF THE
NORTH DAKOTA RETAIL LUMBERMAN'S ASSOCIATION

ARTICLE I MEMBERSHIP

Section 1 ACTIVE MEMBERS

Active Membership in the Association shall be limited to Retail Lumber and Building Material Dealers. One individual from each member business firm shall have one vote in the general membership. In the even there is more than one retail outlet owned by a firm one individual may vote from each member location. Current dues paid by each member location constitute a membership.

Qualifications of Active Member(s):

- A. A retail lumber dealer shall consist of an established store location and shall maintain a building materials inventory, a floor display of related merchandise, and a staffed office at the same location which maintains normal business hours.
- B. Must Comply with North Dakota laws in regard to Sales Tax Permit, Unemployment Compensation and Workmen's Compensation.

Any current Active Member of the Association may request a verification of the above requirements with respect to approval for the membership of a new member. Upon written request to the President of the Association, the President will appoint from the Active Membership a committee of three to verify that the new member applicant meets the above qualifications for Active Membership. Then the committee will sign a letter instructing the Executive Secretary to issue or not to issue a membership certificate to the applicant. This process must be completed within 90 days after the date on the request for verification.

Section 2 ASSOCIATE MEMBERSHIP

The following types of building industry related business firms may apply for an Associate membership to this Association.

- A. Wholesale distributors of lumber and building materials
- B. Lumber and forest products brokers.
- C. Financial institutions which provide loan funds for building and remodeling.

D. Firms which provide accounting systems and services to Lumber Dealers.

Qualified business firms which are active with member dealers of this Association may be solicited by the Association for Associate Membership or may apply to the Executive Secretary for Membership.

Employees of the Associate member Firms may participate in Association functions but do not vote in the general association meeting. Associate members are represented with Three (3) members on the Board of Directors.

Section 3 DUES

Annual Dues for Active Members and Associate members will be determined by the Board of Directors. Dues will be billed by the Executive Secretary after July 1st of each year. July 1st is the beginning of the Fiscal Year of this Association. A Certificate of Membership will be mailed to each member firm or member location upon receipt of annual dues.

Section 4 GENERAL CONDITIONS

Membership in this Association is not transferable or assignable.

Proxies will not be used in voting in this Association.

ARTICLE II BOARD OF DIRECTORS

Section 1 DUTIES

The Board of Directors shall plan and manage all business and activities of the Association.

The Board of Directors, by simple majority vote, may authorize the officers or an appointed committee of the Association to purchase goods and services, sign contracts, secure loans, or conduct whatever business is deemed necessary to the best interest of the Association and its members.

The primary function of the Association will be to hold an annual state convention and building products show. The dates and location of the convention and show is to be set by the Board of Directors. All members shall be notified of the dates and location of the annual convention by mail at least 100 days prior to the first day of the convention.

Section 2 MAKE UP AND ELECTION

- A. The Board of Directors shall consist of SEVEN (7) individual members representing the Active Members and THREE (3) individual members representing the Associate Member firms.
- B. TWO Active Member Directors and ONE Associate Member Director shall be elected at each annual convention during a general membership meeting. These Directors will serve a three year term.
- C. The retiring President shall be the SEVENTH Active member Director and will serve a two year term.
- D. No member of the Board of Directors may succeed himself. However, they may be eligible to serve such office after a one year absence from said Board.
- E. Candidates for nomination are to be submitted at the general membership meeting for election to the Board of Directors as follows:

The Board of Directors shall hold a meeting at least 120 days before the annual convention. A minimum of TWO (2) candidates for each vacancy to be filled will be nominated at this meeting. The Executive Secretary will then send a letter to each nominee

asking for a reply to indicate a willingness to serve as a Director. At the first meeting of the General membership following the annual convention, a nominating committee of TWO (2) Active Members will be elected from the floor to meet with the Board of Directors to fill a slate of nominees to be submitted at the next meeting of the general membership at that convention. The Vice-President of the Association will act as a third member of the nominating committee to finalize the slate of nominees. The President shall ask for nominations from the floor during the election of the members of the Board of Directors. The selection of candidates shall be conducted so as to provide Directors from all areas of the State of North Dakota.

Section 3 MEETINGS

The Board of Directors shall hold at least three meetings per year. Two meetings will be held during the annual convention. One meeting will be held at least 120 days prior to the next annual convention.

Special meetings may be called by the President when deemed necessary.

Section 4 QUORUM AND VOTING

At all meetings of the Board of Directors a majority of duly elected members shall constitute a quorum for the transaction of Association Business. The action of the majority of the directors present, at any meeting at which there is a quorum, shall be considered to be the action of the Board of Directors.

Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if same is authorized in writing and acknowledged by signatures of all the Directors duly elected.

Section 5 VACANCIES

A Director may resign at any time by giving a written notice to the Board of Directors or to the Association President. Such resignation shall be effective upon receipt of notice, unless a later date is specified in the notice.

A Director may be removed from office at a meeting of the Board of Directors, by a vote of 2/3rds majority of the Directors present, if a quorum.

If, at any time a vacancy occurs in the Board of Directors the President may appoint a temporary director to fill such a vacancy until the next Board meeting, at which time a vote of 2/3rds majority of the Directors present may approve the appointment to finish out the term.

If an appointment is not made by the President or in the event an appointment is not approved by the Board, the vacancy will be filled at the next annual convention.

Section 6 FEES AND EXPENSES

Directors shall be entitled to reasonable compensation for their services as determined from time to time by the Board of Directors and shall be entitled to reimbursement for expenses incurred in the performance of their duties. This excludes expenses incurred at the annual convention of the Association.

ARTICLE III OFFICERS

Section 1 PRESIDENT

The President shall preside at all the meetings of the Board of Directors. The President shall be the principal representative of the Board of Directors and of the Association and shall be consulted on all policy questions and proposed administrative changes of a significant nature. The President shall be elected for a two year term.

The President shall be elected by the general membership at the annual convention meeting using the same procedure as set forth in **ARTICLE II; Section 2-E.**

Section 2 VICE-PRESIDENT

The Vice President shall be elected for a two year term using the same election procedure as stated above for the election of the President.

In the absence of the President, or in the case of his inability to act, the Vice-President shall have the authority and duties of the President.

Section 3 EXECUTIVE SECRETARY

The Executive Secretary shall be hired annually by the Board of Directors at a salary negotiated at the time of hiring.

The Executive Secretary shall be the principal administrative officer of the Association and shall have the primary responsibility for administering its affairs and activities, in accordance with established policies and with determination and directives of the Board of Directors.

The Executive Secretary shall keep in close contact with the President regarding all activities and correspondence. Copies of all correspondence by the Executive Secretary should be furnished to the President. (and Vice-Versa)

Section 4 TREASURER

The Treasurer shall be elected annually from the Active membership by the Board of Directors.

The Treasurer must be bondable, and Bonded.

The Treasurer shall serve as the principle financial advisor and consultant of the Association and shall have the general supervision over the manner in which it's financial affairs are administered. All monies collected by, for, and in the name of the Association shall be made a part of the Association treasury and shall be dispersed only for the general good of the Association membership.

The Treasurer will furnish to the Board of Directors a financial statement on each annual convention.

The Treasurer will furnish to the Board of Directors a total financial statement of the Association at least once each year or when requested by the President.

Section 5 VACANCIES

Any officer may resign at any time by giving written notice to the Board of Directors or the Association President. Such resignation shall be effective upon receipt of said notice unless notice specifies a later date. Vacancies, other than the President, shall be filled using the same procedure as state in **ARTICLE II**; *Section 5*.

An officer may be removed from office using the same procedure as stated in **ARTICLE II**; *Section 5*.

ARTICLE IV MISCELLANEOUS

Section 1 CONTRACTS

Contracts and other instruments, in writing, may be made on behalf of an in the name of the Association by its authorized officers and committee's. Such instruments shall be binding upon the Association, provided that the Board of Directors, by resolution, authorizes the execution of such instruments, in writing, or in specific instances in such a manner any by such persons as may be designated. No person shall have authority, on behalf of the Association, to sign checks, drafts, or orders for payment of money or notes of acceptance unless so authorized by the Board of Directors.

Section 2 AMENDMENTS

These By-Laws may be amended and/or new By-Laws adopted. Such changes shall originate with the Board of Directors with the general membership being given written notice of proposed changes prior to the next annual meeting of the Association, at which time such amendment(s) shall be recommended for acceptance by the Board of Directors and placed before the convention membership to be voted on.

Section 3 SCOPE OF ACTIVITIES

The Association shall hold an annual state wide convention and building products show as described in **ARTICLE II; Section 1.**

This Association shall encourage communications with our state and federal lawmakers regarding legislation pertaining to our industry.

This Association shall cooperate with other trade associations to improve our services to our membership.

This Association shall plan activities and events that will bring about harmony and good fellowship amongst our members, and promote favorable public opinion toward our industry.

Section 4 LIMITATIONS

In the event that any provision of these By-Laws is in conflict with any laws of the United States or the Stat of North Dakota, or the subject matter to which such provisions of these By-Laws may apply, such provisions of these By-Laws shall become inoperative to the extent that the operation thereof unavoidably conflicts with such law, and shall, in all other respects, be in full force and effect.